

Sullivan Timothy E  
 Form 4  
 January 04, 2012

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Sullivan Timothy E

2. Issuer Name and Ticker or Trading Symbol  
 SUNTRUST BANKS INC [STI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 303 PEACHTREE STREET, N.E.

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/31/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Corp. EVP and Chief Info. Off.

(Street)  
 ATLANTA, GA 30308

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	50,557.965	D <sup>(1)</sup>	
Common Stock				(A) or (D)	959.8006	I <sup>(2)</sup>	401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
 (9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Phantom Stock <sup>(3)</sup>	<u>(3)</u>					<u>(3)</u> <u>(3)</u>	Common Stock 1,763.1
Phantom Stock <sup>(4)</sup>	<u>(4)</u>					<u>(4)</u> <u>(4)</u>	Common Stock 15,927.9
Phantom Stock <sup>(5)</sup>	<u>(5)</u>					<u>(5)</u> <u>(5)</u>	Common Stock 6,757.3
Phantom Stock <sup>(6)</sup>	<u>(6)</u>	12/31/2011 <sup>(6)</sup>		A	10,395	<u>(6)</u> <u>(6)</u>	Common Stock 10,395
Option <sup>(7)</sup>	\$ 54.28					02/11/2006 02/11/2013	Common Stock 25,000
Option <sup>(7)</sup>	\$ 73.19					02/10/2007 02/10/2014	Common Stock 18,000
Option <sup>(8)</sup>	\$ 73.14					02/08/2008 02/08/2015	Common Stock 18,000
Option <sup>(8)</sup>	\$ 71.03					02/14/2009 02/14/2016	Common Stock 33,000
Option <sup>(8)</sup>	\$ 85.06					02/13/2010 02/13/2017	Common Stock 33,000
Option <sup>(8)</sup>	\$ 64.58					02/12/2011 02/12/2018	Common Stock 62,000
Option <sup>(8)</sup>	\$ 9.06					02/10/2012 02/10/2019	Common Stock 238,400
Option <sup>(9)</sup>	\$ 29.2					04/01/2012 04/01/2021	Common Stock 27,410

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sullivan Timothy E 303 PEACHTREE STREET, N.E.			Corp. EVP and Chief Info. Off.	

ATLANTA, GA 30308

## Signatures

David A. Wisniewski, Attorney-in-Fact for Timothy E.  
Sullivan

01/04/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
  - (1) Restricted stock granted under SunTrust Banks, Inc. 2004 Stock Plan and the 2009 Stock Plan. Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. This plan is exempt under Rule 16(b)-3. Includes 16,300 shares which vest on 2/10/2012 and 20,374 shares which vest on 12/16/2012.
  - (2) Because the stock fund component of the 401(k) Plan is accounted for in unit accounting, the number of share equivalents varies based on the closing price of SunTrust stock on the applicable measurement date.
  - (3) The phantom stock units were acquired under SunTrust Banks, Inc.'s Deferred Compensation Plan. These securities convert to common stock on a one-for-one basis.
  - (4) Represents stock units granted under the SunTrust Banks, Inc. 2009 Stock Plan and paid as salary. Reflects settlement of one-half in case on March 31, 2011. Remainder will be settled on March 31, 2012, unless settled earlier due to the executive's death.
  - (5) Reflects case settlement of salary shares on April 5, 2011 based on closing stock price on the date of TARP repayment, March 30, 2011. Reflects satisfaction of performance vesting condition (Tier 1 Capital) as of December 31, 2011 with respect to restricted stock units originally granted under the SunTrust Banks, Inc. 2009 Stock Plan on April 1, 2011. Grant was exempt pursuant to Rule 16b-3. Award remains subject to time-vesting criterion and will vest pro rata annually (i.e. one-third each year) and will vest post-retirement provided certain noncompetition and other restrictive covenants are performed.
  - (6) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan.
  - (7) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
  - (8) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
  - (9) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. Award vests annually over three years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.