

SUNTRUST BANKS INC  
Form FWP  
October 27, 2011

FILED UNDER RULE 433

FILE NO. 333-161712

**SUNTRUST BANKS, INC.**

TERM SHEET

\$750,000,000 3.50% Senior Notes due 2017

**Issuer:** SunTrust Banks, Inc. ( SunTrust ).  
**Securities:** Fixed Rate Senior Notes  
**Ratings:** Baa1 / BBB / BBB+ / AL (Moody s / S&P / Fitch / DBRS)

A securities rating is not a recommendation to buy, sell or hold securities and may be subject to review, revision, suspension, reduction or withdrawal at any time by the assigning rating agency.

**Issue Size:** \$750,000,000  
**Trade Date:** October 27, 2011  
**Settlement Date:** November 1, 2011  
**Maturity Date:** January 20, 2017  
**Treasury Benchmark:** 1.00% due September 30, 2016  
**Treasury Yield:** 1.177%  
**Spread to Treasury:** + 235 bps  
**Re-offer Yield:** 3.527%  
**Coupon:** 3.50%  
**Interest Payment Dates:** Semiannually in arrears on January 20 and July 20 of each year beginning on January 20, 2012.  
**Optional Redemption Provisions:** The notes will not be subject to redemption at SunTrust s option at any time prior to December 20, 2016 (one month prior to the maturity date). At any time on or after December 20, 2016, the notes may be redeemed at SunTrust s option at a redemption price equal to 100% of the principal amount of the notes plus accrued interest thereon to the date of redemption.

## Edgar Filing: SUNTRUST BANKS INC - Form FWP

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<b>Ranking:</b>	The notes will be senior unsecured indebtedness of SunTrust and rank equally with SunTrust's other senior unsecured indebtedness and will be effectively subordinated to SunTrust's secured indebtedness and indebtedness of SunTrust's subsidiaries.
<b>Use of Proceeds:</b>	General corporate purposes
<b>Denominations:</b>	Minimum denominations of \$5,000 and integral multiples of \$1,000 in excess thereof
<b>Price to Public:</b>	99.876%
<b>Listing:</b>	None
<b>CUSIP/ISIN:</b>	867914 BE2 / US867914BE26
<b>Joint Book-Runners:</b>	SunTrust Robinson Humphrey, Inc.  Credit Suisse Securities (USA) LLC
<b>Co-Managers:</b>	Jefferies & Company, Inc.  Keefe, Bruyette & Woods, Inc.  Loop Capital Markets LLC  RBS Securities Inc.  Samuel A. Ramirez & Company, Inc.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer or any underwriter will arrange to send you the prospectus if you request it by contacting SunTrust Robinson Humphrey, Inc. at 1-800-685-4786 or Credit Suisse Securities (USA) LLC at 1-800-221-1037.**