

Fortin Raymond D  
 Form 4  
 April 04, 2011

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
 Fortin Raymond D

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  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/31/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Corp. EVP & General Counsel

ATLANTA, GA 30308  
 (City) (State) (Zip)

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

**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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					33,780	D	
Common Stock					3,025.929	D <u>(1)</u>	
Common Stock					69,026	D <u>(2)</u>	

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

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SEC 1474 (9-02)

number.

**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 (Instr. 8)	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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nun Sha
Phantom Stock Units <sup>(3)</sup>	<u>(3)</u>					<u>(3)</u>	<u>(3)</u>	Common Stock	1,
Phantom Stock Units <sup>(4)</sup>	<u>(4)</u>	03/31/2011		M	10,608.8924	<u>(4)</u>	<u>(4)</u>	Common Stock	10
Option <sup>(5)</sup>	\$ 64.57					11/13/2004	11/13/2011	Common Stock	
Option <sup>(5)</sup>	\$ 54.28					02/11/2006	02/11/2013	Common Stock	
Option <sup>(5)</sup>	\$ 73.19					02/10/2007	02/10/2014	Common Stock	
Option <sup>(6)</sup>	\$ 73.14					02/08/2008	02/08/2015	Common Stock	
Option <sup>(6)</sup>	\$ 71.03					02/14/2009	02/14/2016	Common Stock	
Option <sup>(6)</sup>	\$ 85.06					02/13/2010	02/13/2017	Common Stock	
Option <sup>(6)</sup>	\$ 64.58					02/12/2011	02/12/2018	Common Stock	
Option <sup>(6)</sup>	\$ 9.06					02/10/2012	02/10/2019	Common Stock	
Option <sup>(7)</sup>	\$ 32.27					02/08/2014	02/08/2021	Common Stock	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fortin Raymond D 303 PEACHTREE STREET			Corp. EVP & General Counsel	

ATLANTA, GA 30308

## Signatures

David A. Wisniewski, Attorney-in-Fact for Raymond D.  
Fortin

04/04/2011

\_\_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) Because the stock fund component of the 401(k) 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.  
  
Restricted stock held under the SunTrust Banks, Inc. 2004 Stock Plan and the 2009 Stock Plan. Subject to certain vesting conditions.
- (2) Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. All plans are exempt under Rule 16(b)-3. Includes 25,100 shares which vest on 02/10/2012, 15,159 shares which vest on 12/16/2013 and 21,000 shares which vest on 2/8/2014.
- (3) The reported phantom stock units were acquired under SunTrust Banks, Inc.'s Deferred Compensation Plan. These phantom stock units convert to common stock on a one-for-one basis.
- (4) Represents stock units granted under the SunTrust Banks, Inc. 2009 Stock Plan paid as salary. Reflects settlement of one-half in cash on March 31, 2011. Remainder will be settled on March 31, 2012, unless settled earlier due to the executive's death.
- (5) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (6) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
- (7) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan.

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.