

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 Securities (Instr. 3 and 4)	8. F...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock ⁽³⁾	⁽³⁾					⁽³⁾	⁽³⁾	Common Stock	964.336
Option ⁽⁴⁾	\$ 54.28					02/11/2006	02/11/2013	Common Stock	2,400
Option ⁽⁴⁾	\$ 73.19					02/10/2007	02/10/2014	Common Stock	3,000
Option ⁽⁴⁾	\$ 73.14					02/08/2008	02/08/2015	Common Stock	7,000
Option ⁽⁵⁾	\$ 23.7					01/04/2013	01/04/2020	Common Stock	6,000
Option ⁽⁶⁾	\$ 21.67					⁽⁶⁾	02/13/2022	Common Stock	14,900

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Panther Thomas E 303 PEACHTREE STREET ATLANTA, GA 30303			SVP, Controller, CAO	

Signatures

David A. Wisniewski, Attorney-in-Fact for Thomas E. Panther 07/06/2012

**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).

- Includes restricted stock granted under the SunTrust Banks, Inc. 2004 and 2009 Stock Plans which are subject to vesting conditions. The restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. The plans are exempt under Rule 16(b)-3. Includes 3,690 shares which vest on 8/11/2012, 4,205 shares which vest on 2/9/2013; 4,500 shares which vest on 2/8/14; 1,157 shares of restricted stock which vest on 6/14/2014; and 9,400 shares which vest on 2/14/2015.
- (1) 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.
 - (2) Phantom stock units acquired under the SunTrust Bank, Inc. Deferred Compensation Plan. These phantom stock units convert to common stock on a one-for-one basis.
 - (3) Granted under the SunTrust Banks, Inc. 2004 Stock Plan.
 - (4) Granted under the SunTrust Banks, Inc. 2009 Stock Plan.
 - (5) Granted under the SunTrust Banks, Inc. 2009 Stock Plan. One third of the award vests each year for 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.