Dierker David F Form 4 August 12, 2009

# FORM 4

### **OMB APPROVAL** UNITED STATES SECURITIES AND EXCHANGE COMMISSION

5. Relationship of Reporting Person(s) to

 $D^{(3)}$ 

46,607

#### OMB 3235-0287

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# Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

**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

2. Issuer Name and Ticker or Trading

See Instruction 1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Dierker David F			Symbol SUNTR	Symbol SUNTRUST BANKS INC [STI]					Issuer			
(Last)	(First)	(Midd		3. Date of Earliest Transaction				(Check all applicable)				
303 PEACHTREE STREET				(Month/Day/Year) 08/10/2009				DirectorX Officer (given below) Corp. EV		Owner er (specify		
	4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check						
				Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	A. Deemed secution Date, if sy Month/Day/Year)	Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)				
Common Stock	08/10/2009			A	4,000	A	\$ 21.69	14,570	D (1)			
Common Stock	08/10/2009			F	1,298	D	\$ 21.69	13,272	D			
Common Stock								6,584.838	I	401(k) (2)		
Common								46 607	D (3)			

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

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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. Transactio Code (Instr. 8)	5. DrNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units (4)	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	1,254.1899
Option (5)	\$ 73.0625					11/09/2002	11/09/2009	Common Stock	1,900
Option (6)	\$ 51.125					11/14/2003	11/14/2010	Common Stock	4,000
Option (6)	\$ 64.57					11/13/2004	11/13/2011	Common Stock	3,500
Option (6)	\$ 54.28					02/11/2006	02/11/2013	Common Stock	10,000
Option (6)	\$ 73.19					02/10/2007	02/10/2014	Common Stock	4,000
Option (7)	\$ 73.14					02/08/2008	02/08/2015	Common Stock	18,000
Option (7)	\$ 71.03					02/14/2009	02/14/2016	Common Stock	30,000
Option (7)	\$ 85.06					02/13/2010	02/13/2017	Common Stock	30,000
Option (7)	\$ 64.58					02/12/2011	02/12/2018	Common Stock	70,000
Option (7)	\$ 9.06					02/10/2012	02/10/2019	Common Stock	238,475

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## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Dierker David F 303 PEACHTREE STREET ATLANTA, GA 30308

Corp. EVP & Chief Adm. Off.

# **Signatures**

David A. Wisniewski, Attorney-in-Fact for David F.

Dierker

08/12/2009

\*\*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) Reflects 4,000 shares of restricted stock which vested on 08/10/2009.
- (2) 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 SunTrust Banks, Inc. 2000 Stock Plan and SunTrust Banks, Inc. 2004 Stock Plan. Subject to certain vesting conditions. Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding
- obligations. Both plans are exempt under Rule 16(b)-3. Includes 5,237 shares of restricted stock which vest on 2/13/2010 and 32,600 shares which vest on 02/10/2012.
- (4) The reported phantom stock units were acquired under SunTrust Banks, Inc.'s 401(k) excess benefit plan. These phantom stock units convert to common stock on a one-for-one basis.
- (5) Granted pursuant to the 1995 SunTrust Executive Stock Plan.
- (6) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (7) Granted pursuant to the SunTrust Banks, Inc. 2004 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.

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