

Dierker David F  
Form 4  
February 02, 2011

# FORM 4

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

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

### OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Dierker David F

(Last) (First) (Middle)

303 PEACHTREE STREET

(Street)

ATLANTA, GA 30308

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/31/2011

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Corp. EVP & Chief Adm. Off.

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 16,809                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 8,002.958                                                                                                          | D <sup>(1)</sup>                                                     |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 60,319                                                                                                             | D <sup>(2)</sup>                                                     |                                                                   |

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

**Persons who respond to the collection of  
information contained in this form are not  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of Derivative<br>Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and A<br>Underlying S<br>(Instr. 3 and 4) |                    |                 |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|----------------------------------------------------|--------------------|-----------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                | (A)                                                            | (D) | Date<br>Exercisable                                | Expiration<br>Date | Title           |
| Phantom<br>Stock<br>Units <u>(3)</u>                | <u>(3)</u>                                                            |                                         |                                                             |                                         |                                                                                                  |                                                                |     | <u>(3)</u>                                         | <u>(3)</u>         | Common<br>Stock |
| Phantom<br>Stock<br>Units <u>(4)</u>                | <u>(4)</u>                                                            |                                         |                                                             |                                         |                                                                                                  |                                                                |     | <u>(4)</u>                                         | <u>(4)</u>         | Common<br>Stock |
| Phantom<br>Stock<br>Units <u>(5)</u>                | <u>(5)</u>                                                            | 01/31/2011                              |                                                             | A                                       |                                                                                                  | 766.7871                                                       |     | <u>(5)</u>                                         | <u>(5)</u>         | Common<br>Stock |
| Phantom<br>Stock<br>Units <u>(5)</u>                | <u>(5)</u>                                                            | 01/31/2011                              |                                                             | D                                       |                                                                                                  | 43.3234                                                        |     | <u>(5)</u>                                         | <u>(5)</u>         | Common<br>Stock |
| Option <u>(6)</u>                                   | \$ 64.57                                                              |                                         |                                                             |                                         |                                                                                                  |                                                                |     | 11/13/2004                                         | 11/13/2011         | Common<br>Stock |
| Option <u>(6)</u>                                   | \$ 54.28                                                              |                                         |                                                             |                                         |                                                                                                  |                                                                |     | 02/11/2006                                         | 02/11/2013         | Common<br>Stock |
| Option <u>(6)</u>                                   | \$ 73.19                                                              |                                         |                                                             |                                         |                                                                                                  |                                                                |     | 02/10/2007                                         | 02/10/2014         | Common<br>Stock |
| Option <u>(7)</u>                                   | \$ 73.14                                                              |                                         |                                                             |                                         |                                                                                                  |                                                                |     | 02/08/2008                                         | 02/08/2015         | Common<br>Stock |
| Option <u>(7)</u>                                   | \$ 71.03                                                              |                                         |                                                             |                                         |                                                                                                  |                                                                |     | 02/14/2009                                         | 02/14/2016         | Common<br>Stock |
| Option <u>(7)</u>                                   | \$ 85.06                                                              |                                         |                                                             |                                         |                                                                                                  |                                                                |     | 02/13/2010                                         | 02/13/2017         | Common<br>Stock |
| Option <u>(7)</u>                                   | \$ 64.58                                                              |                                         |                                                             |                                         |                                                                                                  |                                                                |     | 02/12/2011                                         | 02/12/2018         | Common<br>Stock |
| Option <u>(7)</u>                                   | \$ 9.06                                                               |                                         |                                                             |                                         |                                                                                                  |                                                                |     | 02/10/2012                                         | 02/10/2019         | Common<br>Stock |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

2

## Edgar Filing: Dierker David F - Form 4

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

02/02/2011

\_\_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 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. Both plans are exempt under Rule 16(b)-3. Includes 32,600 shares which vest on 02/10/2012 and 18,949 shares which vest on 12/16/2012.
- (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. The stock units will be settled in cash one half on March 31, 2011 and one half on March 31, 2012, unless settled earlier due to the executive's death.
- (5) Represents stock units granted under the SunTrust Banks, Inc. 2009 Stock Plan paid as salary. The stock units will be settled in cash on March 15, 2012, unless settled earlier due to the executive's death.
- (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.  
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