Freeman Thomas E
Form 4
April 07, 2011

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Freeman Thomas E

(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)
04/05/2011

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 below) _____ Other (specify below)
Corp. EVP & Chief Credit 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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								16,168	D	
Common Stock								618.6328	D (1)	
Common Stock								57,786	D (2)	

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

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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 Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Phantom Stock Units (3)	(3)							(3)	(3)	Common Stock	1,42
Phantom Stock Units (4)	(4)							(4)	(4)	Common Stock	15,92
Phantom Stock Units (5)	(5)	04/05/2011		M			6,757.378	(5)	(5)	Common Stock	6,75
Option (6)	$ 71.03							02/14/2009	02/14/2016	Common Stock	18
Option (6)	$ 85.06							02/13/2010	02/13/2017	Common Stock	20
Option (6)	$ 64.58							02/12/2011	02/12/2018	Common Stock	81
Option (6)	$ 9.06							02/10/2012	02/10/2019	Common Stock	25
Option (7)	$ 9.06							02/10/2012	02/10/2019	Common Stock	25
Option (8)	$ 29.2							04/01/2012	04/01/2021	Common Stock	27

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Freeman Thomas E 303 PEACHTREE STREET ATLANTA, GA 30308			Corp. EVP & Chief Credit Off.	

Signatures

David A. Wisniewski, Attorney-in-Fact for Thomas E. Freeman	04/07/2011
**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.

(2) Restricted stock granted under SunTrust Banks, Inc. 2004 Stock Plan and the 2009 Stock Plan. Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. This plan is exempt under Rule 16(b)-3. Includes 37,600 shares which vest on 02/10/2012 and 20,186 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. 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) Reflects cash settlement of salary shares on April 5, 2011 based on closing stock price on the date of TARP repayment, March 30, 2011.

(6) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.

(7) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. This option was granted on February 10, 2009 subject to approval by shareholders of the 2009 Stock Plan. Such plan was approved by Shareholders on April 28, 2009.

(8) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. Award vests annually over 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.
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