WELLS JAMES M III

Form 4

February 15, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. See Instruction 30(h) of the Investment Company Act of 1940

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * WELLS JAMES M III			2. Issuer Name and Ticker or Trading Symbol SUNTRUST BANKS INC [STI]					5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of	3. Date of Earliest Transaction			(Check all applicable)			
303 PEACHTREE STREET			(Month/Day/Year) 02/11/2011					_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman, President and CEO		
	(Street)		4. If Ame	endment, Da	ate Origina	1		6. Individual or Joint/Group Filing(Check		
ATLANTA	., GA 30308	Filed(Mo	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Securi	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	r) Execution	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or(A) or Di (Instr. 3,	sposed 4 and : (A) or	of (D)	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)
Common Stock								163,581.65	D (1)	
Common Stock	02/11/2011			F	12,276	D	\$ 32.53	151,305.65	D	
Common Stock								12,267	I	Spouse
Common Stock								1,691.9067	D (2)	
Common Stock								112,913	D (3)	

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Stock Reminder: Report on a separate line for each class of securiti	28,433.555 I es beneficially owned directly or indirectly.	3	
Common	20 422 555 I	GRAT no.	
Common Stock	25,010.051 I	GRAT no.	

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

6. Date Exercisable and

7. Title and Amount of

3. Transaction Date 3A. Deemed

1. Title of 2.

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Dat (Month/Day/Y		Underlying S (Instr. 3 and	
				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	7,900.1177
Phantom Stock Units (5)	(5)					(5)	(5)	Common Stock	115,121.689
Phantom Stock Units (6)	<u>(6)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	8,125.0244
Option (7)	\$ 64.57					12/31/2001	11/13/2011	Common Stock	15,000
Option (7)	\$ 64.57					11/13/2004	11/13/2011	Common Stock	60,000
Option (7)	\$ 54.28					02/11/2006	02/11/2013	Common Stock	100,000
Option (7)	\$ 73.19					02/10/2007	02/10/2014	Common Stock	100,000
Option (8)	\$ 73.14					02/08/2008	02/08/2015	Common Stock	60,000

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Option (8)	\$ 71.03	02/14/2009	02/14/2016	Common Stock	100,000
Option (8)	\$ 85.06	02/13/2010	02/13/2017	Common Stock	163,000
Option (8)	\$ 64.58	02/12/2011	02/12/2018	Common Stock	250,000
Option (8)	\$ 9.06	02/10/2012	02/10/2019	Common Stock	250,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
Topolong of the Fund of Fundament	Director	10% Owner	Officer	Other		
WELLS JAMES M III 303 PEACHTREE STREET ATLANTA, GA 30308	X		Chairman, President and CEO			

Signatures

David A. Wisniewski, Attorney-in-Fact for James M.
Wells III

02/15/2011

**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) Includes 35,000 shares of restricted stock which vested on 02/11/2011.
- (2) 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.
- Restricted stock granted under SunTrust Banks, Inc. 2004 Stock Plan and the 2009 Stock Plan. Restricted stock agreements contain tax (3) withholding features allowing stock to be withheld to satisfy tax withholding obligations. This plan is exempt under Rule 16(b)-3. Includes 50,000 shares which vest on 02/10/2012 and 62,913 shares which vest on 12/16/2012.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (8) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.

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