

WELLS JAMES M III
Form 4
April 04, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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

(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

(Check all applicable)

(Last) (First) (Middle)
303 PEACHTREE STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/31/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

ATLANTA, GA 30308

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | (A) or (D) | 151,305.65 | D | |
| Common Stock | | | | (A) or (D) | 12,267 | I | Spouse |
| Common Stock | | | | (A) or (D) | 1,691.8121 | D ⁽¹⁾ | |
| Common Stock | | | | (A) or (D) | 112,913 | D ⁽²⁾ | |
| Common Stock | | | | (A) or (D) | 25,010.051 | I | GRAT no. 2 |

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Common Stock 28,433.555 I GRAT no. 3

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 required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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 Underlying (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Phantom Stock Units ⁽³⁾ | <u>(3)</u> | | | | | <u>(3)</u> <u>(3)</u> | Comm Stoc | |
| Phantom Stock Units ⁽⁴⁾ | <u>(4)</u> | 03/31/2011 | | M | 57,560.845 | <u>(4)</u> <u>(4)</u> | Comm Stoc | |
| Phantom Stock Units ⁽⁵⁾ | <u>(5)</u> | 03/31/2011 | | A | 4,319.8103 | <u>(5)</u> <u>(5)</u> | Comm Stoc | |
| Phantom Stock Units ⁽⁵⁾ | <u>(5)</u> | 03/31/2011 | | D | 62.637 | <u>(5)</u> <u>(5)</u> | Comm Stoc | |
| Option ⁽⁶⁾ | \$ 64.57 | | | | | 12/31/2001 11/13/2011 | Comm Stoc | |
| Option ⁽⁶⁾ | \$ 64.57 | | | | | 11/13/2004 11/13/2011 | Comm Stoc | |
| Option ⁽⁶⁾ | \$ 54.28 | | | | | 02/11/2006 02/11/2013 | Comm Stoc | |
| Option ⁽⁶⁾ | \$ 73.19 | | | | | 02/10/2007 02/10/2014 | Comm Stoc | |
| Option ⁽⁷⁾ | \$ 73.14 | | | | | 02/08/2008 02/08/2015 | Comm Stoc | |
| Option ⁽⁷⁾ | \$ 71.03 | | | | | 02/14/2009 02/14/2016 | Comm Stoc | |
| Option ⁽⁷⁾ | \$ 85.06 | | | | | 02/13/2010 02/13/2017 | | |

