HILL C T Form 4 February 15, 2011

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16

Section 16

SECURITIES

SECURITIES

Expires: January 31, 2005
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OMB APPROVAL

Section 16. Form 4 or Form 5 obligations SECURITIES

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HILL C T	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)	3. Date of Earliest Transaction			
919 EAST MAIN STREET	(Month/Day/Year) 02/11/2011	Director 10% Owner Officer (give title Other (specify below) Corp. Executive Vice President		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
RICHMOND, VA 23219		Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secu	rities Acq	uired, Disposed o	f, or Beneficial	y 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)	` ' ' '		5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Stock Common Stock	02/11/2011		F	1,449	D	\$ 32.53	37,459	D <u>~</u>	
Common Stock						32.33	20,639.6063	D (2)	
Common Stock							49,770	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. Transaction Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and A Underlying S (Instr. 3 and	Securities
				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	2,313.485
Phantom Stock Units (5)	<u>(5)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	460.7336
Phantom Stock Units (6)	<u>(6)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	21,661.1916
Phantom Stock Units (7)	<u>(7)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock	1,497.958
Option (8)	\$ 64.57					11/13/2004	11/13/2011	Common Stock	15,000
Option (8)	\$ 54.28					02/11/2006	02/11/2013	Common Stock	15,000
Option (8)	\$ 73.19					02/10/2007	02/10/2014	Common Stock	18,000
Option (9)	\$ 73.14					02/08/2008	02/08/2015	Common Stock	18,000
Option (9)	\$ 71.03					02/14/2009	02/08/2016	Common Stock	20,000
Option (9)	\$ 85.06					02/13/2010	02/13/2017	Common Stock	19,000
Option (9)	\$ 64.58					02/12/2011	02/12/2018		34,500

				Common Stock	
Option (9)	\$ 29.54	12/31/2011	12/31/2018	Common Stock	50,000
Option (9)	\$ 9.06	02/10/2012	02/12/2019	Common Stock	186,128

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HILL C T 919 EAST MAIN STREET RICHMOND, VA 23219

Corp. Executive Vice President

Signatures

David A. Wisniewski, Attorney-in-Fact for C.T. Hill

02/15/2011

Date

**Signature of Reporting Person

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 4,500 shares of restricted stock which vested on 02/11/2011.
- 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 held under SunTrust Banks, Inc. 2004 Stock Plan and the 2009 Stock Plan. Subject to certain vesting conditions.
- (3) Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. All plans are exempt under Rule 16(b)-3. Includes 5,000 shares which vest on 10/31/2011 and 25,400 shares which vest on 02/10/2012 and 19,370 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) The reported phantom stock units were acquired under Crestar Bank's ANEX plan. These securities convert to common stock on a one-for-one basis.
- (6) 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.
- (7) Represents stock units granted under the SunTrust Banks, Inc. 2009 Stock Plan paid as salary on March 15, 2012, unless settled earlier due to the executive's death.
- (8) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (9) 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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