

Sullivan Timothy E
Form 4
February 16, 2012

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sullivan Timothy E

(Last) (First) (Middle)

303 PEACHTREE STREET, N.E.

(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)
02/13/2012

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 and Chief Info. 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 Ownership (Instr. 4)
Common Stock	02/13/2012		F	5,385	D	\$ 22.03	45,172.965 D ⁽¹⁾
Common Stock						959.8006	I ⁽²⁾ 401(k)

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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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 of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Phantom Stock <u>(3)</u>	<u>(3)</u>					<u>(3)</u> <u>(3)</u>	Common Stock 1,763.1928
Phantom Stock <u>(4)</u>	<u>(4)</u>					<u>(4)</u> <u>(4)</u>	Common Stock 15,927.9035
Phantom Stock <u>(5)</u>	<u>(5)</u>					<u>(5)</u> <u>(5)</u>	Common Stock 6,757.378
Phantom Stock <u>(6)</u>	<u>(6)</u>					<u>(6)</u> <u>(6)</u>	Common Stock 10,395
Option <u>(7)</u>	\$ 54.28					02/11/2006 02/11/2013	Common Stock 25,000
Option <u>(7)</u>	\$ 73.19					02/10/2007 02/10/2014	Common Stock 18,000
Option <u>(8)</u>	\$ 73.14					02/08/2008 02/08/2015	Common Stock 18,000
Option <u>(8)</u>	\$ 71.03					02/14/2009 02/14/2016	Common Stock 33,000
Option <u>(8)</u>	\$ 85.06					02/13/2010 02/13/2017	Common Stock 33,000
Option <u>(8)</u>	\$ 64.58					02/12/2011 02/12/2018	Common Stock 62,000
Option <u>(8)</u>	\$ 9.06					02/10/2012 02/10/2019	Common Stock 238,475
Option <u>(9)</u>	\$ 29.2					04/01/2012 04/01/2021	Common Stock 27,417

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Sullivan Timothy E
303 PEACHTREE STREET, N.E.
ATLANTA, GA 30308

Corp. EVP and Chief Info. Off.

Signatures

David A. Wisniewski, Attorney-in-Fact for Timothy E.
Sullivan

02/16/2012

__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).
- 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 20,374 shares which vest on 12/16/2012.
- (1) 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.
- (2) The phantom stock units were acquired under SunTrust Banks, Inc.'s Deferred Compensation Plan. These securities convert to common stock on a one-for-one basis.
- (3) Represents stock units granted under the SunTrust Banks, Inc. 2009 Stock Plan and paid as salary. Reflects settlement of one-half in case on March 31, 2011. Remainder will be settled on March 31, 2012, unless settled earlier due to the executive's death.
- (4) Reflects case settlement of salary shares on April 5, 2011 based on closing stock price on the date of TARP repayment, March 30, 2011. Reflects satisfaction of performance vesting condition (Tier 1 Capital) as of December 31, 2011 with respect to restricted stock units originally granted under the SunTrust Banks, Inc. 2009 Stock Plan on April 1, 2011. Grant was exempt pursuant to Rule 16b-3. Award remains subject to time-vesting criterion and will vest pro rata annually (i.e. one-third each year) and will vest post-retirement provided certain noncompetition and other restrictive covenants are performed.
- (5) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (6) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
- (7) 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. 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.