WELLS JAMES M III

Form 4

March 02, 2010

FORM 4

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

January 31, 2005

0.5

Section 16. Form 4 or Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

Symbol

response...

5. Relationship of Reporting Person(s) to

Issuer

Expires:

1(b).

(Print or Type Responses)

WELLS JAMES M III

1. Name and Address of Reporting Person *

See Instruction

			SUNTRUST BANKS INC [STI] 3. Date of Earliest Transaction				Ί]	(Check all applicable)			
(Last)	(First)	(Middle)									
303 PEACHTREE STREET			(Month/Day/Year) 02/26/2010					_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman, President and CEO			
(Street) ATLANTA, GA 30308			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 Form filed by More than One Reporting			
7 TL ZITT	, 6/1/30300							Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative :	Securi	ties Ac	quired, Disposed	of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		n Date, if	3. Transactic Code (Instr. 8)	Disposed (Instr. 3,	l (A) o l 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)		
Common Stock								128,578	D		
Common Stock								12,267	I	Spouse	
Common Stock								1,695.709	I	401(k) (1)	
Common Stock								85,000	I	Restricted Stock (2)	
Common Stock								6,737	I	GRAT	

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Common GRAT no. 44,179 Ι Stock 2

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

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(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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of Doßecurities Acqu Disposed of (D (Instr. 3, 4, and	nired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and
	Security					(D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units (3)	(3)			Code V	(A)	(D)	<u>(3)</u>	(3)	Common Stock
Phantom Stock Units (4)	<u>(4)</u>	02/26/2010		A	5,232.3952		<u>(4)</u>	<u>(4)</u>	Common Stock
Phantom Stock Units (4)	<u>(4)</u>	02/26/2010		F		75.8698	<u>(4)</u>	<u>(4)</u>	Common Stock
Option (5)	\$ 50.5						03/06/2003	03/06/2010	Common Stock
Option (5)	\$ 50.5						03/06/2005	03/06/2010	Common Stock
Option (5)	\$ 51.125						12/31/2001	11/14/2010	Common Stock
Option (5)	\$ 51.125						11/14/2003	11/14/2010	Common Stock
Option (5)	\$ 64.57						12/31/2001	11/13/2011	Common Stock
Option (5)	\$ 64.57						11/13/2004	11/13/2011	Common Stock
Option (5)	\$ 54.28						02/11/2006	02/11/2013	Common Stock
Option (5)	\$ 73.19						02/10/2007	02/10/2014	Common Stock

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Option (6)	\$ 73.14	02/08/2008	02/08/2015	Common Stock
Option (6)	\$ 71.03	02/14/2009	02/14/2016	Common Stock
Option (6)	\$ 85.06	02/13/2010	02/13/2017	Common Stock
Option (6)	\$ 64.58	02/12/2011	02/12/2018	Common Stock
Option (6)	\$ 9.06	02/10/2012	02/10/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 6	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

03/02/2010

**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) 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. Restricted stock agreements contain tax withholding features (2) allowing stock to be withheld to satisfy tax withholding obligations. This plan is exempt under Rule 16(b)-3. Includes 50,000 shares which yest on 02/10/2012.
- (3) The reported phantom stock units were acquired under SunTrust Banks, Inc.'s 401(k) excess benefit 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. 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.
- (5) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (6) 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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