

HILL C T

Form 4

February 15, 2011

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 *
HILL C T

(Last) (First) (Middle)

919 EAST MAIN STREET

(Street)

RICHMOND, VA 23219

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
SUNTRUST BANKS INC [STI]

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2011

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. Executive Vice President

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 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)	Price			
Common Stock	02/11/2011		F	1,449	D	\$ 32.53	37,459	D
Common Stock							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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(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 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 Units <u>(4)</u>	<u>(4)</u>					<u>(4)</u> <u>(4)</u>	Common Stock 2,313.485
Phantom Stock Units <u>(5)</u>	<u>(5)</u>					<u>(5)</u> <u>(5)</u>	Common Stock 460.7336
Phantom Stock Units <u>(6)</u>	<u>(6)</u>					<u>(6)</u> <u>(6)</u>	Common Stock 21,661.1916
Phantom Stock Units <u>(7)</u>	<u>(7)</u>					<u>(7)</u> <u>(7)</u>	Common Stock 1,497.958
Option <u>(8)</u>	\$ 64.57					11/13/2004 11/13/2011	Common Stock 15,000
Option <u>(8)</u>	\$ 54.28					02/11/2006 02/11/2013	Common Stock 15,000
Option <u>(8)</u>	\$ 73.19					02/10/2007 02/10/2014	Common Stock 18,000
Option <u>(9)</u>	\$ 73.14					02/08/2008 02/08/2015	Common Stock 18,000
Option <u>(9)</u>	\$ 71.03					02/14/2009 02/08/2016	Common Stock 20,000
Option <u>(9)</u>	\$ 85.06					02/13/2010 02/13/2017	Common Stock 19,000
Option <u>(9)</u>	\$ 64.58					02/12/2011 02/12/2018	34,500

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

__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 4,500 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 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.

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