

WELLS JAMES M III

Form 4

December 22, 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 *
WELLS JAMES M III

(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)
12/16/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) below)

Chairman

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/16/2011		J V	25,180.746 A	11 289,399.39	D 2	
Common Stock	12/16/2011		J V	20,432.2 A	11 309,831.596	D	
Common Stock					12,267	I	Spouse
Common Stock					1,708.0485	I 3	401(k)
Common Stock	12/16/2011		J V	25,180.746 D	11 0	I	GRAT no. 2

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Common Stock	12/16/2011	J	V	20,432.2	D	<u>(1)</u>	8,001.355	I <u>(4)</u>	GRAT no. 3
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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>(5)</u>	<u>(5)</u>					<u>(5)</u> <u>(5)</u>	Common Stock 7,925.674
Phantom Stock <u>(6)</u>	<u>(6)</u>					<u>(6)</u> <u>(6)</u>	Common Stock 57,560.844
Option <u>(7)</u>	\$ 54.28					02/11/2006 02/11/2013	Common Stock 100,000
Option <u>(7)</u>	\$ 73.19					02/10/2007 02/10/2014	Common Stock 100,000
Option <u>(8)</u>	\$ 73.14					02/08/2008 02/08/2015	Common Stock 60,000
Option <u>(8)</u>	\$ 71.03					02/14/2009 02/14/2016	Common Stock 100,000
Option <u>(8)</u>	\$ 85.06					02/13/2010 02/13/2017	Common Stock 163,000
Option <u>(8)</u>	\$ 64.58					02/12/2011 02/12/2018	Common Stock 250,000
Option <u>(8)</u>	\$ 9.06					02/10/2012 02/10/2019	Common Stock 250,000
Option <u>(9)</u>	\$ 29.2					04/01/2012 04/01/2021	Common Stock 84,439

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WELLS JAMES M III 303 PEACHTREE STREET, N.E. ATLANTA, GA 30308	X		Chairman	

Signatures

David A. Wisniewski, Attorney-in-Fact for James M.
Wells III

12/22/2011

__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) Transaction was a mere change in form of reporting person's beneficial ownership.
Includes 112,913 shares of restricted stock granted under SunTrust Banks, Inc. 2004 Stock Plan and the 2009 Stock Plan.
- (2) 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 50,000 shares which vest on 2/10/2012 and 62,913 shares which vest on 12/16/2012.
- (3) Because the stock fund components of the 401(k) Plan is accounted for in unit accounting, the number of shares equivalents varies based on the closing price of SunTrust stock on the applicable measurement date.
- (4) Includes shares acquired upon dividend reinvestment since reporting person's last report.
- (5) 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.
- (6) Represents stock units granted under the SunTrust Banks, Inc. 2009 Stock Plan paid as salary. Remainder will be settled on March 31, 2012, unless settled earlier due to the executive's death.
- (7) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (8) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
- (9) 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.

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