

WELLS JAMES M III  
Form 4  
February 02, 2010

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WELLS JAMES M III

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 (Month/Day/Year)

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

303 PEACHTREE STREET

09/28/2009

Chairman, President and CEO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

ATLANTA, GA 30308

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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				(A) or (D)	Amount (D) Price		
Common Stock					111,854	D	
Common Stock					12,267	I	Spouse
Common Stock					1,700.313	I	401(k) <sup>(1)</sup>
Common Stock					109,758	I	Restricted Stock <sup>(2)</sup>
Common Stock					50,916	I	GRAT

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Common Stock	09/28/2009		G	V	44,179	D	(3)	6,737	I	GRAT
Common Stock	09/28/2009		G	V	44,179	A	(3)	156,033	D	
Common Stock	09/29/2009		G	V	44,179	D	(3)	111,854	D	
Common Stock	09/29/2009		G	V	44,179	A	(3)	44,179	I	GRAT no. 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 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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units (4)	(4)					(4)	(4)	Common Stock
Phantom Stock Units (5)	(5)	01/29/2010		A	5,120.5643	(5)	(5)	Common Stock
Phantom Stock Units (5)	(5)	01/29/2010		F	74.2478	(5)	(5)	Common Stock
Option (6)	\$ 50.5					03/06/2003	03/06/2010	Common Stock
Option (6)	\$ 50.5					03/06/2005	03/06/2010	Common Stock
Option (6)	\$ 51.125					12/31/2001	11/14/2010	Common Stock
Option (6)	\$ 51.125					11/14/2003	11/14/2010	Common Stock
Option (6)	\$ 64.57					12/31/2001	11/13/2011	Common Stock



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(7) 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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