Edgar Filing: Breeden Frances L - Form 4

Breeden Fran	nces L										
Form 4	0										
May 06, 201		статес	SECUI	DITIES A	ND EV	сца	NCE	OMMISSION		PPROVAL	
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check this box								Expires:	January 31,		
if no longer subject to Section 16. Form 4 or Form 5 Filed pursuant to Section 1				SECUR	RITIES				Estimated	ated average n hours per	
obligatio may cont <i>See</i> Instru 1(b).	ns Section 17(a	a) of the H	Public U		ding Cor	npan	y Act of	f 1935 or Sectio	n		
(Print or Type I	Responses)										
Breeden Frances L Symb			Symbol	r Name and RUST BA			0	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N	/liddle)		f Earliest Tı		L	-	(Check all applicable)			
(Month			(Month/E 05/04/2	nth/Day/Year)				Director 10% Owner X_ Officer (give title Other (specify below) Corp. Executive Vice President			
				Amendment, Date Original 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 			
ATLANTA	, GA 30308							Person	lore than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-E	Derivative	Secur	rities Acq	uired, Disposed of	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	ity (Month/Day/Year) Execution Date, if		Date, if	3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
~				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	05/04/2010			А	1,612	А	\$ 29.15	10,634	D <u>(1)</u>		
Common Stock	05/04/2010			F	524	D	\$ 29.15	10,110	D		
Common Stock								346.745	I	401(k) (2)	
Common Stock								37,875	I	Restricted Stock (3)	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			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 (4)	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	1,398.9907
Option (5)	\$ 51.13					11/14/2003	11/14/2010	Common Stock	2,000
Option (5)	\$ 64.57					11/13/2004	11/13/2011	Common Stock	2,400
Option (5)	\$ 63.74					08/01/2005	08/01/2012	Common Stock	1,000
Option (5)	\$ 54.28					02/11/2006	02/11/2013	Common Stock	10,000
Option (5)	\$ 73.19					02/10/2007	02/10/2014	Common Stock	8,000
Option (6)	\$ 73.14					02/08/2008	02/08/2015	Common Stock	10,000
Option (6)	\$ 71.03					02/14/2009	02/14/2016	Common Stock	22,500
Option (6)	\$ 85.06					02/13/2010	02/13/2017	Common Stock	20,000
Option (6)	\$ 64.58					02/12/2011	02/12/2018	Common Stock	33,500
Option (6)	\$ 9.06					02/10/2012	02/10/2019	Common Stock	107,545
Option (7)	\$ 22.69					02/09/2013	02/09/2020	Common Stock	22,475

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	Officer	Other				
Breeden Frances L 303 PEACHTREE STREET ATLANTA, GA 30308			Corp. Executive Vice President				
Signatures							
David A. Wisniewski, Attorney Breeden	/-in-Fact	for Frances I	. 05/06/2010				
<u>**</u> Signature of Repo	orting Person		Date				
Explanation of Pa	onon	0001					

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 1,612 shares of restricted stock which vested on 05/04/2010.
- (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. Subject to certain vesting conditions. Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. All plans are exempt under Rule

- (3) Contain the withinoiding relatives anowing stock to be withinoid to starsfy the withinoiding obligations. All plans are exempt under Relatives 16(b)-3. Includes 5,500 shares which vest on 02/12/2011, 5,000 shares which vest on 10/31/2011, 14,800 shares which vest on 02/10/2012 and 12,575 shares which vest on 02/09/2013.
- (4) 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.
- (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.

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.