WELLS JAMES M III

Form 4

March 17, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average

burden hours per response...

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

See Instruction

Check this box

if no longer

subject to

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

1(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

WELLS JAMES M III (Last) (First) (Middle) 303 PEACHTREE STREET				Symbol SUNTRUST BANKS INC [STI]				Issuer				
					3. Date of Earliest Transaction (Month/Day/Year) 03/15/2011				(Check all applicable)			
									X Director 10% Owner _X_ Officer (give title Other (specify below)			
(Street)			4. If Amer	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
ATLANTA, GA 30308				Filed(Mon	th/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
	(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurities A	equired, Disposed of, or Beneficially Owned				
	1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Executi any	emed ion Date, if /Day/Year)	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) or 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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
	Common Stock							151,305.65	D			
	Common Stock							12,267	I	Spouse		
	Common Stock							1,691.8121	D (1)			
	Common Stock							112,913	D (2)			

GRAT no.

2

25,010.051

I

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Common GRAT no. 28,433.555 I Stock 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. 5. Number of Derivative TransactionSecurities Acquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4, and 5)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and	
	Security							Date Exercisable	Expiration Date	Title
Phantom Stock Units (3)	(3)			Code V	V	(A)	(D)	(3)	(3)	Common Stock
Phantom Stock Units (4)	<u>(4)</u>							<u>(4)</u>	<u>(4)</u>	Common Stock
Phantom Stock Units (5)	<u>(5)</u>	03/15/2011		A		4,385.1929		(5)	(5)	Common Stock
Phantom Stock Units (5)	<u>(5)</u>	03/15/2011		D			63.5854	(5)	(5)	Common Stock
Option (6)	\$ 64.57							12/31/2001	11/13/2011	Common Stock
Option (6)	\$ 64.57							11/13/2004	11/13/2011	Common Stock
Option (6)	\$ 54.28							02/11/2006	02/11/2013	Common Stock
Option (6)	\$ 73.19							02/10/2007	02/10/2014	Common Stock
Option (7)	\$ 73.14							02/08/2008	02/08/2015	Common Stock
Option (7)	\$ 71.03							02/14/2009	02/14/2016	Common Stock
Option (7)	\$ 85.06							02/13/2010	02/13/2017	

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Common Stock

Option (7) \$ 64.58 02/12/2011 02/12/2018

Common Stock

Common

Stock

Option (7) \$ 9.06

02/10/2012 02/10/2019

Reporting Owners

Reporting Owner Name / Address Relationships

X

Director 10% Owner Officer Other

WELLS JAMES M III 303 PEACHTREE STREET ATLANTA, GA 30308

Chairman, President and CEO

Signatures

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

03/17/2011

**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) 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 and the 2009 Stock Plan. Restricted stock agreements contain tax (2) 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 02/10/2012 and 62,913 shares which vest on 12/16/2012.
- (3) 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.
- (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) Represents stock units granted under the SunTrust Banks, Inc. 2009 Stock Plan paid as salary. The stock units will be settled in cash on March 15, 2012, unless settled earlier due to the executive's death.
- (6) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (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. 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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