

Gillani Aleem  
Form 4  
August 11, 2011

**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 \*  
Gillani Aleem

(Last) (First) (Middle)  
303 PEACHTREE STREET, N.E.  
  
(Street)

ATLANTA, GA 30303

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
08/10/2011

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)  
Corp. Exex. Vice Pres and CFO

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)
			Code	V	Amount or (D) Price		
Common Stock	08/10/2011		P		5,000 A 2	54,975	D (1)
Common Stock	08/10/2011		P		100 A \$ 18.31	300	I Custodial Account (3)
Common Stock	08/10/2011		P		300 A \$ 18.3075	2,300	I Custodial Account (4)
Common Stock						3,500	I Trust (5)
						5,023.7484	I 401(k) (6)

Common  
Stock

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)	8. Amount or Number of Shares
Phantom Stock	(7)					(7) (7)	Common Stock	972,1273
Option (8)	\$ 23.7					01/14/2013 01/14/2020	Common Stock	5,000
Option (8)	\$ 32.27					02/08/2014 02/08/2021	Common Stock	19,300

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gillani Aleem 303 PEACHTREE STREET, N.E. ATLANTA, GA 30303			Corp. Exex. Vice Pres and CFO	

## Signatures

David A. Wisniewski, Attorney-in-Fact for Aleem Gillani 08/11/2011

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).

- Includes 2,500 shares of restricted stock which vest on October 31, 2011; 6,810 shares of restricted stock which vest on February 10, 2012; 9,255 shares of restricted stock which vest on August 11, 2012; 3,800 shares of restricted stock which vest on February 9, 2013, and 7,290 shares of restricted stock which vest on February 9, 2014.
- (1) Includes 2,500 shares of restricted stock which vest on October 31, 2011; 6,810 shares of restricted stock which vest on February 10, 2012; 9,255 shares of restricted stock which vest on August 11, 2012; 3,800 shares of restricted stock which vest on February 9, 2013, and 7,290 shares of restricted stock which vest on February 9, 2014.
  - (2) Includes 600 shares at \$18.36, 3,800 shares at \$18.368, and 600 shares at \$18.37.
  - (3) Shares are held in a custodial account for the benefit of an adult family member over which account the reporting person has investment and voting control.
  - (4) Shares are held in a custodial account for the benefit of a minor child of the reporting person over which account the reporting person has investment and voting control.
  - (5) Shares are held in a family trust over which the reporting person has voting and investment control.
  - (6) 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.
  - (7) Acquired under the SunTrust Banks, Inc. Deferred Compensation Plan. These convert to common stock on a one-for-one basis.
  - (8) Granted under 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.

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