

Dierker David F
 Form 4
 May 18, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
 Dierker David F

(Last) (First) (Middle)

303 PEACHTREE STREET

(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)
 05/14/2010

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. EVP & Chief Adm. Off.

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					16,809	D	
Common Stock					7,561.24	I	401(k) ⁽¹⁾
Common Stock					41,370	D ⁽²⁾	

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

SEC 1474 (9-02)

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. 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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units ⁽³⁾	<u>(3)</u>					<u>(3)</u>	<u>(3)</u>	Common Stock
Phantom Stock Units ⁽⁴⁾	<u>(4)</u>	05/14/2010		A	782.4725	<u>(4)</u>	<u>(4)</u>	Common Stock
Phantom Stock Units ⁽⁴⁾	<u>(4)</u>	05/14/2010		F	11.3457	<u>(4)</u>	<u>(4)</u>	Common Stock
Option ⁽⁵⁾	\$ 51.125					11/14/2003	11/14/2010	Common Stock
Option ⁽⁵⁾	\$ 64.57					11/13/2004	11/13/2011	Common Stock
Option ⁽⁵⁾	\$ 54.28					02/11/2006	02/11/2013	Common Stock
Option ⁽⁵⁾	\$ 73.19					02/10/2007	02/10/2014	Common Stock
Option ⁽⁶⁾	\$ 73.14					02/08/2008	02/08/2015	Common Stock
Option ⁽⁶⁾	\$ 71.03					02/14/2009	02/14/2016	Common Stock
Option ⁽⁶⁾	\$ 85.06					02/13/2010	02/13/2017	Common Stock
Option ⁽⁶⁾	\$ 64.58					02/12/2011	02/12/2018	Common Stock
Option ⁽⁶⁾	\$ 9.06					02/10/2012	02/10/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

Dierker David F
303 PEACHTREE STREET
ATLANTA, GA 30308

Corp. EVP & Chief Adm. Off.

Signatures

David A. Wisniewski, Attorney-in-Fact for David F. Dierker 05/18/2010

**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) 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. 2000 Stock Plan and 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. Both plans are exempt under Rule 16(b)-3. Includes 32,600 shares which vest on 02/10/2012.
(3) 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.
(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) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
(6) 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. >Exhibit No. Description of Exhibit 3.1A Restated Articles of Organization of Clean Harbors, Inc. (incorporated by reference to Exhibit 3.1A to the Registrant's Report on Form 8-K dated May 18, 2005 as filed on May 19, 2005 (file 001-34223)).

3.4B
Amended and Restated By-Laws of Clean Harbors, Inc. (incorporated by reference to Exhibit 3.4B to the Registrant's Report on Form 8-K dated April 4, 2005 April 7, 2005 (file 001-34223)).

4.1
Indenture dated as of August 14, 2009, by and among Clean Harbors, Inc., the Guarantors named therein and U.S. Bank National Association, as Trustee and Notes Collateral Agent, relating to the 7 3/8% Senior Secured Notes due 2016, including the form of 7 3/8% Senior Secured Note (incorporated by reference to Exhibit 4.35 to the Registrant's Report on Form 8-K dated August 14, 2009, as filed on August 20, 2009 (file 001-34223)).

4.2
Security Agreement dated as of August 14, 2009 among Clean Harbors, Inc., various subsidiaries of Clean Harbors, Inc., and U.S. Bank National Association, as Collateral Agent (incorporated by reference to Exhibit 4.37 to the Registrant's Report on Form 8-K dated August 14, 2009, as filed on August 20, 2009 (file 001-34223)).

4.3
Registration Rights Agreement dated as of August 14, 2009 by and among Clean Harbors, Inc., the subsidiaries of Clean Harbors, Inc. listed on the signature page thereto, and the Initial Purchasers of Clean Harbors, Inc. 7 3/8% Senior Secured Notes due 2006 (incorporated by reference to Exhibit 4.36 to the Registrant's 8-K dated August 14, 2009, as filed on August 20, 2009 (file 001-34223)).

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4.5	Security Agreement, dated as of July 31, 2009, among Clean Harbors, Inc., as the Borrower and a Grantor, the subsidiaries of Clean Harbors, Inc. named therein, as other Grantors, and Bank of America, N.A., as Administrative Agent (incorporated by reference to Exhibit 4.33A to the Registrant's Report on Form 8-K dated August 14, 2009 as filed on August 20, 2009 (file 001-34223)).
4.6	Amendment No. 1 dated as of August 14, 2009 to Second Amended and Restated Credit Agreement and Amendment to Security Agreement by and among (i) with respect to amendments to the Credit Agreement, Clean Harbors, Inc., as the Borrower, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, and the other Lenders party thereto, and (ii) with respect to amendments to the Security Agreement, Clean Harbors, Inc., as the Borrower and a Grantor, the subsidiaries of Clean Harbors, Inc. named therein as other Grantors, and Bank of America, N.A. as Administrative Agent (incorporated by reference to Exhibit 4.33B to the Registrant's Report on Form 8-K dated August 14, 2009 as filed on August 20, 2009 (file 001-34223)).
4.7	Intercreditor Agreement dated as of August 14, 2009, among Clean Harbors, Inc., the subsidiaries of Clean Harbors, Inc. listed therein, Bank of America, N.A., as the Initial ABL Agent, and U.S. Bank National Association, as Trustee and Collateral Agent under the Senior Secured Notes Indenture (incorporated by reference to Exhibit 4.38 to the Registrant's Report on Form 8-K dated August 14, 2009 as filed on August 20, 2009 (file 001-34223)).
5.1*	Opinion of Davis, Malm & D'Agostine, P.C.
12.1*	Statement regarding computation of ratio of earnings to fixed charges.
21.1*	Subsidiaries of the Registrant.
23.1*	Consent of Deloitte & Touche LLP.
23.2*	Consent of Ernst & Young LLP.
23.2*	Consent of Davis, Malm & D'Agostine, P.C. (included in Exhibit 5.1).
24*	Powers of Attorney (See pages II-4 through II-16 of this Registration Statement).
25.1*	Statement of Eligibility and Qualification under the Trust Indenture Act of 1939 of U.S. Bank National Association, as Trustee, on Form T-1, relating to the Registrant's 7 ⁵ / ₈ % Senior Secured Notes due 2016.
99.1*	Form of Letter of Transmittal.
99.2*	Form of Notice of Guaranteed Delivery.
99.3*	Form of Letter to Registered Holders and DTC Participants.

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99.4* Form of Letter to Clients.

99.5* Form of Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.

*

Filed herewith.

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(b) Financial Statement Schedules

Schedule II Valuation and Qualifying Accounts for the Three Years Ended December 31, 2008. All other schedules are omitted because they are not applicable, not required, or because the required information is included in the financial statements or notes thereto

Item 22. Undertakings

The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the registration statement is on Form S-3, Form S-8 or Form F-3, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at the time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

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(5) The undersigned Registrant hereby undertakes to respond to requests for information that is incorporated by reference into the Prospectus pursuant to Items 4, 10(b), 11, or 13 of this Form, within one business day of receipt of such request, and to send the incorporated documents by first class mail or other equally prompt means. This undertaking also includes information contained in documents filed subsequent to the effective date of the registration statement through the date of responding to the request.

(6) The undersigned Registrant hereby undertakes to supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in the registration statement when it became effective.

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Signature	Title	Date
<p><u>/s/ JOHN R. KASLOW</u> _____ John R. Kaslow</p>	<p>Director</p>	<p>October 6, 2009</p>
<p><u>/s/ ROD MARLIN</u> _____ Rod Marlin</p>	<p>Director</p>	<p>October 6, 2009</p>
<p><u>/s/ DANIEL J. MCCARTHY</u> _____ Daniel J. McCarthy</p>	<p>Director</p>	<p>October 6, 2009</p>
<p><u>/s/ JOHN T. PRESTON</u> _____ John T. Preston</p>	<p>Director</p>	<p>October 6, 2009</p>
<p><u>/s/ ANDREA ROBERTSON</u> _____ Andrea Robertson</p>	<p>Director</p>	<p>October 6, 2009</p>
<p><u>/s/ THOMAS J. SHIELDS</u> _____ Thomas J. Shields</p>	<p>Director</p>	<p>October 6, 2009</p>
<p>_____ Lorne R. Waxlax</p>	<p>Director</p>	

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GUARANTOR REGISTRANTS SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned Guarantor Registrants have duly caused this Registration Statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the Town of Norwell, Commonwealth of Massachusetts, on October 6, 2009.

Altair Disposal Services, LLC
Baton Rouge Disposal, LLC
Bridgeport Disposal, LLC
Clean Harbors Andover, LLC
Clean Harbors Antioch, LLC
Clean Harbors Aragonite, LLC
Clean Harbors Arizona, LLC
Clean Harbors Baton Rouge, LLC
Clean Harbors BDT, LLC
Clean Harbors Buttonwillow, LLC
Clean Harbors Chattanooga, LLC
Clean Harbors Clive, LLC
Clean Harbors Coffeyville, LLC
Clean Harbors Colfax, LLC
Clean Harbors Deer Trail, LLC
Clean Harbors El Dorado, LLC
Clean Harbors Florida, LLC
Clean Harbors Grassy Mountain, LLC
Clean Harbors Kansas, LLC
Clean Harbors Laurel, LLC
Clean Harbors Lone Mountain, LLC
Clean Harbors Los Angeles, LLC
Clean Harbors of Texas, LLC
Clean Harbors Pecatonica, LLC
Clean Harbors PPM, LLC
Clean Harbors Recycling Services of
Chicago, LLC
Clean Harbors Recycling Services of
Ohio, LLC
Clean Harbors Reidsville, LLC
Clean Harbors San Jose, LLC
Clean Harbors Tennessee, LLC
Clean Harbors Westmorland, LLC
Clean Harbors White Castle, LLC
Clean Harbors Wilmington, LLC
Crowley Disposal, LLC
Disposal Properties, LLC
GSX Disposal, LLC
Hilliard Disposal, LLC
Roebuck Disposal, LLC
Sawyer Disposal Services, LLC
Service Chemical, LLC
Tulsa Disposal, LLC

By: /s/ ERIC W. GERSTENBERG

Eric W. Gerstenberg, President

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We, the undersigned officers and managers of each of the Guarantor Registrants listed above, hereby severally constitute and appoint James M. Rutledge, John R. Beals and C. Michael Malm, and each of them singly, our true and lawful attorneys with full power to them, and to each of them singly, to sign for us and in our names in the capacities indicated below the Registration Statement on Form S-4 filed herewith and any and all pre-effective and post-effective amendments to said Registration Statement and generally to do all such things in our name and behalf in our capacities as officers and managers to enable each of said Guarantor Registrants to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said Registration Statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ ERIC W. GERSTENBERG</u> Eric W. Gerstenberg	President and Chief Executive Officer	October 6, 2009
<u>/s/ JAMES M. RUTLEDGE</u> James M. Rutledge	Treasurer and Chief Financial and Accounting Officer	October 6, 2009
<u>/s/ ERIC W. GERSTENBERG</u> Eric W. Gerstenberg	Manager	October 6, 2009
<u>/s/ JAMES M. RUTLEDGE</u> James M. Rutledge	Manager	October 6, 2009
<u>/s/ WILLIAM J. GEARY</u> William J. Geary	Manager	October 6, 2009

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GUARANTOR REGISTRANT SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned Guarantor Registrants have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Norwell, Commonwealth of Massachusetts, on October 6, 2009.

Clean Harbors Deer Park, L.P.
 Clean Harbors LaPorte, L.P.
 Harbor Industrial Services Texas, L.P.

By: Clean Harbors of Texas LLC, as General Partner

By: _____ /s/ ERIC W. GERSTENBERG

Eric W. Gerstenberg, *President*

SIGNATURES AND POWER OF ATTORNEY

We, the undersigned officers and managers of the General Partner of each of the Guarantor Registrants listed above, hereby severally constitute and appoint James M. Rutledge, John R. Beals and C. Michael Malm, and each of them singly, our true and lawful attorneys with full power to them, and to each of them singly, to sign for us and in our names in the capacities indicated below the Registration Statement on Form S-4 filed herewith and any and all pre-effective and post-effective amendments to said Registration Statement and generally to do all such things in our name and behalf in our capacities as officers and director to enable said Guarantor Registrants to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said Registration Statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
_____ /s/ ERIC W. GERSTENBERG Eric W. Gerstenberg	President and Chief Executive Officer	October 6, 2009
_____ /s/ JAMES M. RUTLEDGE James M. Rutledge	Executive Vice President and Chief Financial and Accounting Officer	October 6, 2009
_____ /s/ ERIC W. GERSTENBERG Eric W. Gerstenberg	Manager	October 6, 2009
_____ /s/ JAMES M. RUTLEDGE James M. Rutledge	Manager	October 6, 2009
_____ /s/ WILLIAM J. GEARY William J. Geary	Manager	October 6, 2009

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