

WELLS JAMES M III
 Form 4
 April 04, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)
303 PEACHTREE STREET

 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

ATLANTA, GA 30308

 (City) (State) (Zip)

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

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)
Common Stock				(A) or (D) Price	151,305.65	D	
Common Stock				(A) or (D) Price	12,267	I	Spouse
Common Stock				(A) or (D) Price	1,691.8121	D ⁽¹⁾	
Common Stock				(A) or (D) Price	112,913	D ⁽²⁾	
Common Stock				(A) or (D) Price	25,010.051	I	GRAT no. 2

Edgar Filing: WELLS JAMES M III - Form 4

Common Stock 28,433.555 I GRAT no. 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. SEC 1474 (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 Underlying (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units ⁽³⁾	<u>(3)</u>					<u>(3)</u> <u>(3)</u>	Comm Stoc	
Phantom Stock Units ⁽⁴⁾	<u>(4)</u>	03/31/2011		M	57,560.845	<u>(4)</u> <u>(4)</u>	Comm Stoc	
Phantom Stock Units ⁽⁵⁾	<u>(5)</u>	03/31/2011		A	4,319.8103	<u>(5)</u> <u>(5)</u>	Comm Stoc	
Phantom Stock Units ⁽⁵⁾	<u>(5)</u>	03/31/2011		D	62.637	<u>(5)</u> <u>(5)</u>	Comm Stoc	
Option ⁽⁶⁾	\$ 64.57					12/31/2001 11/13/2011	Comm Stoc	
Option ⁽⁶⁾	\$ 64.57					11/13/2004 11/13/2011	Comm Stoc	
Option ⁽⁶⁾	\$ 54.28					02/11/2006 02/11/2013	Comm Stoc	
Option ⁽⁶⁾	\$ 73.19					02/10/2007 02/10/2014	Comm Stoc	
Option ⁽⁷⁾	\$ 73.14					02/08/2008 02/08/2015	Comm Stoc	
Option ⁽⁷⁾	\$ 71.03					02/14/2009 02/14/2016	Comm Stoc	
Option ⁽⁷⁾	\$ 85.06					02/13/2010 02/13/2017		

