

SUNTRUST BANKS INC  
 Form 4  
 October 04, 2010

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**HILL C T**

(Last) (First) (Middle)

919 EAST MAIN STREET

(Street)

RICHMOND, VA 23219

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**09/30/2010**

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. Executive Vice President

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					33,488	D	
Common Stock					20,684,9946	D <sup>(1)</sup>	
Common Stock					36,258	D <sup>(2)</sup>	

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

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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)	
								Title
Phantom Stock Units <sup>(3)</sup>	<u>(3)</u>							<u>(3)</u> <u>(3)</u> Common Stock
Phantom Stock Units <sup>(4)</sup>	<u>(4)</u>							<u>(4)</u> <u>(4)</u> Common Stock
Phantom Stock Units <sup>(5)</sup>	<u>(5)</u>	09/30/2010		A		911.4081		<u>(5)</u> <u>(5)</u> Common Stock
Phantom Stock Units <sup>(5)</sup>	<u>(5)</u>	09/30/2010		F		13.2153		<u>(5)</u> <u>(5)</u> Common Stock
Option <sup>(6)</sup>	\$ 51.125						11/14/2003	11/14/2010      Common Stock
Option <sup>(6)</sup>	\$ 64.57						11/13/2004	11/13/2011      Common Stock
Option <sup>(6)</sup>	\$ 54.28						02/11/2006	02/11/2013      Common Stock
Option <sup>(6)</sup>	\$ 73.19						02/10/2007	02/10/2014      Common Stock
Option <sup>(7)</sup>	\$ 73.14						02/08/2008	02/08/2015      Common Stock
Option <sup>(7)</sup>	\$ 71.03						02/14/2009	02/08/2016      Common Stock
Option <sup>(7)</sup>	\$ 85.06						02/13/2010	02/13/2017      Common Stock
Option <sup>(7)</sup>	\$ 64.58						02/12/2011	02/12/2018      Common Stock
Option <sup>(7)</sup>	\$ 29.54						12/31/2011	12/31/2018      Common Stock
Option <sup>(7)</sup>	\$ 9.06						02/10/2012	02/12/2019      Common Stock

