

Lienhard Jerome T  
Form 4  
February 16, 2012

**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 \*  
Lienhard Jerome T

(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)  
02/14/2012

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)  
Pres & CEO, SunTrust Mortgage

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)	Price		
Common Stock	02/13/2012		F	3,265	\$ 22.03	D	
					48,933 <sup>(1)</sup>	D	

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Phantom Stock <sup>(2)</sup>	<u>(2)</u>					<u>(2)</u>	<u>(2)</u>	Common Stock	1,157.33
Option <sup>(3)</sup>	\$ 64.58					02/12/2011	02/12/2018	Common Stock	22,000
Option <sup>(3)</sup>	\$ 9.06					02/10/2012	02/10/2019	Common Stock	72,400
Option <sup>(4)</sup>	\$ 22.69					02/09/2013	02/09/2020	Common Stock	12,500
Option <sup>(4)</sup>	\$ 27.5					04/26/2014	04/26/2021	Common Stock	7,228
Option <sup>(4)</sup>	\$ 32.27					02/08/2014	02/08/2021	Common Stock	19,050
Option <sup>(5)</sup>	\$ 21.67	02/14/2014		A	17,500	<u>(5)</u>	02/14/2022	Common Stock	17,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lienhard Jerome T 303 PEACHTREE STREET, N.E. ATLANTA, GA 30303			Pres & CEO, SunTrust Mortgage	

## Signatures

David A. Wisniewski, Attorney-in-Fact for Jerome T. Lienhard 02/16/2012

\_\_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) Includes the following shares which are subject to forfeiture: 3,690 which vest on 8/11/2012; 7,900 which vest on 2/9/2013; 8,000 which vest on 2/8/2014; and 2,728 which vest on 4/26/2014.
- (2) The phantom stock units were acquired under the SunTrust Banks, Inc. Deferred Compensation Plan and convert to common stock on a one-to-one basis.

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- (3) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
- (4) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan.
- (5) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. One third of the award vests each year for three years.

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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