

WELLS JAMES M III  
Form 4  
December 22, 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 \*  
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, N.E.  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/16/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman

ATLANTA, GA 30308

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

(City) (State) (Zip)

**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	(A) or (D)	Price
Common Stock	12/16/2011		J	V	25,180.746	A	11 289,399.39
Common Stock	12/16/2011		J	V	20,432.2	A	11 309,831.596
Common Stock						I	12,267 Spouse
Common Stock						I	1,708.0485 401(k)
Common Stock	12/16/2011		J	V	25,180.746	D	11 0 GRAT no. 2

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Common Stock      12/16/2011      J   V   20,432.2      D   (1)      8,001.355      I (4)      GRAT no. 3

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)

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)
				Code	V (A) (D)	Date Exercisable      Expiration Date	Title      Amount or Number of Shares
Phantom Stock <u>(5)</u>	<u>(5)</u>					<u>(5)</u> <u>(5)</u>	Common Stock      7,925.674
Phantom Stock <u>(6)</u>	<u>(6)</u>					<u>(6)</u> <u>(6)</u>	Common Stock      57,560.844
Option <u>(7)</u>	\$ 54.28					02/11/2006      02/11/2013	Common Stock      100,000
Option <u>(7)</u>	\$ 73.19					02/10/2007      02/10/2014	Common Stock      100,000
Option <u>(8)</u>	\$ 73.14					02/08/2008      02/08/2015	Common Stock      60,000
Option <u>(8)</u>	\$ 71.03					02/14/2009      02/14/2016	Common Stock      100,000
Option <u>(8)</u>	\$ 85.06					02/13/2010      02/13/2017	Common Stock      163,000
Option <u>(8)</u>	\$ 64.58					02/12/2011      02/12/2018	Common Stock      250,000
Option <u>(8)</u>	\$ 9.06					02/10/2012      02/10/2019	Common Stock      250,000
Option <u>(9)</u>	\$ 29.2					04/01/2012      04/01/2021	Common Stock      84,439

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WELLS JAMES M III 303 PEACHTREE STREET, N.E. ATLANTA, GA 30308	X		Chairman	

## Signatures

David A. Wisniewski, Attorney-in-Fact for James M. Wells III	12/22/2011
**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).
- (1) Transaction was a mere change in form of reporting person's beneficial ownership.  
Includes 112,913 shares of restricted stock granted under SunTrust Banks, Inc. 2004 Stock Plan and the 2009 Stock Plan.
- (2) Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. This plan is exempt under rule 16(b)-3. Includes 50,000 shares which vest on 2/10/2012 and 62,913 shares which vest on 12/16/2012.
- (3) Because the stock fund components of the 401(k) Plan is accounted for in unit accounting, the number of shares equivalents varies based on the closing price of SunTrust stock on the applicable measurement date.
- (4) Includes shares acquired upon dividend reinvestment since reporting person's last report.
- (5) The reported phantom stock units were acquired under SunTrust Banks, Inc's Deferred Compensation Plan. These phantom stock units convert to common stock on a one-for-one basis.
- (6) Represents stock units granted under the SunTrust Banks, Inc. 2009 Stock Plan paid as salary. Remainder will be settled on March 31, 2012, unless settled earlier due to the executive's death.
- (7) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (8) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
- (9) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. Award vests annually over 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. 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.