Edgar Filing: SUNTRUST BANKS INC - Form 4

SUNTRUST I	BANKS INC								
Form 4									
Wasnington, D.C. 20549 Number:							OMB	PPROVAL 3235-0287	
							urs per		
(Print or Type Re	esponses)								
1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relation PRINCE LARRY L Symbol Issuer SUNTRUST BANKS INC [STI] 5. Relation					-	ip of Reporting Person(s) to			
(Last)	(First) (Mi		3. Date of Earliest Transaction (Check					k all applicable)	
2999 CIRCL	(Month/Da	(Month/Day/Year) 07/21/2010				X_ Director 10% Owner Officer (give title Other (specify below) below)			
			ndment, Dat th/Day/Year)	-		6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person			
ATLANTA,	GA 30339					Form filed by I Person	More than One R	eporting	
(City)	(State) (Z	Zip) Table	e I - Non-De	erivative S	ecurities A	cquired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	rity (Month/Day/Year) Execution Date, if		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price			Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock				mount		22,000	D		
Common Stock						21,090	I	Spouse	

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.

 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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Number Shares
Phantom Stock Units <u>(1)</u>	<u>(1)</u>	07/21/2010		А	66.9045	<u>(1)</u>	(1)	Common Stock	66.90
Option (2)	\$ 51.125					11/14/2000	11/14/2010	Common Stock	2,00
Option (2)	\$ 64.57					11/13/2001	11/13/2011	Common Stock	2,00
Option (2)	\$ 54.28					02/11/2003	02/11/2013	Common Stock	2,00
Phantom Stock (3)	<u>(3)</u>					(3)	(3)	Common Stock	9,330.9

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Reporting Owners

Reporting Owner Name / Address		Relationsh						
	Director	10% Owner	Officer	Other				
PRINCE LARRY L 2999 CIRCLE 75 PARKWAY ATLANTA, GA 30339	Х							
Signatures								
David W. Wisniewski, Attorney Prince		07/22/2010						

**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).
- The phantom stock units were accrued under the SunTrust Banks, Inc. Directors Deferred Compensation Plan and are to be settled upon
 (1) the reporting person's retirement. Directors fees are deferred into this plan and are accounted for as if invested in SunTrust common stock. These phantom stock units convert to common stock on a one-for-one basis.
- (2) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.

Restricted stock units granted under the SunTrust Banks, Inc. 2004 Stock Plan and the 2009 Stock Plan. Payments commence following (3) the reporting person's departure from the Board of Directors of SunTrust Banks, Inc. These securities convert to common stock on a

one-for-one basis.

(4) Includes additional shares acquired as a result of reinvestment of dividends since the reporting person's last filing.

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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