

HILL C T

Form 4

December 17, 2010

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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(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)  
12/15/2010

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Corp. Executive Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock                       | 12/15/2010                              |                                                             | A                                    | 1,358 A                                                             | \$<br>26.01 34,846                                                                                                 | D                                                                    |                                                                                |
| Common<br>Stock                       | 12/15/2010                              |                                                             | F                                    | 438 D                                                               | \$<br>26.01 34,408                                                                                                 | D                                                                    |                                                                                |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                     | 20,714.9884                                                                                                        | D <sup>(1)</sup>                                                     |                                                                                |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                     | 34,900                                                                                                             | D <sup>(2)</sup>                                                     |                                                                                |

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.**

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(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount or<br>Number of<br>Shares                           |
| Phantom<br>Stock<br>Units <u>(3)</u>                | <u>(3)</u>                                                         |                                         |                                                             |                                      |                                                                                                                    | <u>(3)</u> <u>(3)</u>                                          | Common<br>Stock 2,312.5953                                          |
| Phantom<br>Stock<br>Units <u>(4)</u>                | <u>(4)</u>                                                         |                                         |                                                             |                                      |                                                                                                                    | <u>(4)</u> <u>(4)</u>                                          | Common<br>Stock 460.5564                                            |
| Phantom<br>Stock<br>Units <u>(5)</u>                | <u>(5)</u>                                                         |                                         |                                                             |                                      |                                                                                                                    | <u>(5)</u> <u>(5)</u>                                          | Common<br>Stock 20,875.0093                                         |
| Option <u>(6)</u>                                   | \$ 64.57                                                           |                                         |                                                             |                                      |                                                                                                                    | 11/13/2004 11/13/2011                                          | Common<br>Stock 15,000                                              |
| Option <u>(6)</u>                                   | \$ 54.28                                                           |                                         |                                                             |                                      |                                                                                                                    | 02/11/2006 02/11/2013                                          | Common<br>Stock 15,000                                              |
| Option <u>(6)</u>                                   | \$ 73.19                                                           |                                         |                                                             |                                      |                                                                                                                    | 02/10/2007 02/10/2014                                          | Common<br>Stock 18,000                                              |
| Option <u>(7)</u>                                   | \$ 73.14                                                           |                                         |                                                             |                                      |                                                                                                                    | 02/08/2008 02/08/2015                                          | Common<br>Stock 18,000                                              |
| Option <u>(7)</u>                                   | \$ 71.03                                                           |                                         |                                                             |                                      |                                                                                                                    | 02/14/2009 02/08/2016                                          | Common<br>Stock 20,000                                              |
| Option <u>(7)</u>                                   | \$ 85.06                                                           |                                         |                                                             |                                      |                                                                                                                    | 02/13/2010 02/13/2017                                          | Common<br>Stock 19,000                                              |
| Option <u>(7)</u>                                   | \$ 64.58                                                           |                                         |                                                             |                                      |                                                                                                                    | 02/12/2011 02/12/2018                                          | Common<br>Stock 34,500                                              |
| Option <u>(7)</u>                                   | \$ 29.54                                                           |                                         |                                                             |                                      |                                                                                                                    | 12/31/2011 12/31/2018                                          | Common<br>Stock 50,000                                              |

Option <sup>(7)</sup> \$ 9.06

02/10/2012 02/12/2019

Common  
Stock 186,128

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |                                |       |
|--------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                        | Director      | 10% Owner | Officer                        | Other |
| HILL C T<br>919 EAST MAIN STREET<br>RICHMOND, VA 23219 |               |           | Corp. Executive Vice President |       |

## Signatures

|                                                        |            |
|--------------------------------------------------------|------------|
| David A. Wisniewski, Attorney-in-Fact for<br>C.T. Hill | 12/17/2010 |
|--------------------------------------------------------|------------|

\*\*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).
- (1) Because the stock fund component of the 401(k) Plan is accounted for in unit accounting, the number of share equivalents varies based on the closing price of SunTrust stock on the applicable measurement date.  
  
Restricted stock held under SunTrust Banks, Inc. 2004 Stock Plan. Subject to certain vesting conditions. Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. All plans are exempt under Rule 16(b)-3. Includes 4,500 shares which vest on 02/12/2011, 5,000 shares which vest on 10/31/2011 and 25,400 shares which vest on 02/10/2012.
- (2)
- (3) The reported phantom stock units were acquired under SunTrust Banks, Inc.'s 401(k) excess benefit plan. These phantom stock units convert to common stock on a one-for-one basis.
- (4) The reported phantom stock units were acquired under Crestar Bank's ANEX plan. These securities convert to common stock on a one-for-one basis.
- (5) Represents stock units granted under the SunTrust Banks, Inc. 2009 Stock Plan paid as salary. The stock units will be settled in cash one half on March 31, 2011 and one half on March 31, 2012, unless settled earlier due to the executive's death.
- (6) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (7) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.

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.