

Chancy Mark A
Form 4
March 17, 2011

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 *
Chancy Mark A

(Last) (First) (Middle)

303 PEACHTREE STREET

(Street)

ATLANTA, GA 30308

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2011

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. EVP and CFO

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					32,621	D	
Common Stock					1,245.6503	D <u>(1)</u>	
Common Stock					49,410	D <u>(2)</u>	

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

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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 <u>(3)</u>	<u>(3)</u>							Common Stock
Phantom Stock Units <u>(4)</u>	<u>(4)</u>							Common Stock
Phantom Stock Units <u>(5)</u>	<u>(5)</u>	03/15/2011		A		1,246.6269		Common Stock
Phantom Stock Units <u>(5)</u>	<u>(5)</u>	03/15/2011		D		18.076		Common Stock
Option <u>(6)</u>	\$ 68.87						07/27/2004 07/27/2011	Common Stock
Option <u>(6)</u>	\$ 64.57						11/13/2004 11/13/2011	Common Stock
Option <u>(6)</u>	\$ 54.28						02/11/2006 02/11/2013	Common Stock
Option <u>(6)</u>	\$ 73.19						02/10/2007 02/10/2014	Common Stock
Option <u>(7)</u>	\$ 73.14						02/08/2008 02/08/2015	Common Stock
Option <u>(7)</u>	\$ 71.03						02/14/2009 02/14/2016	Common Stock
Option <u>(7)</u>	\$ 85.06						02/13/2010 02/13/2017	Common Stock
Option <u>(7)</u>	\$ 64.58						02/12/2011 02/12/2018	Common Stock
Option <u>(7)</u>	\$ 29.54						12/31/2011 12/31/2018	Common Stock
Option <u>(7)</u>	\$ 9.06						02/10/2012 02/12/2019	Common Stock

