

Chancy Mark A  
 Form 4  
 March 02, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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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

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/28/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Corp. EVP and CFO

303 PEACHTREE STREET

(Street)

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

ATLANTA, GA 30308

(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)
Common Stock				(A) or (D)		D	
			Code V	Amount	Price		
Common Stock					32,621	D	
Common Stock					1,245.6503	D (1)	
Common Stock					49,410	D (2)	

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 (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units <sup>(3)</sup>	<sup>(3)</sup>							<sup>(3)</sup>	<sup>(3)</sup>	Common Stock
Phantom Stock Units <sup>(4)</sup>	<sup>(4)</sup>							<sup>(4)</sup>	<sup>(4)</sup>	Common Stock
Phantom Stock Units <sup>(5)</sup>	<sup>(5)</sup>	02/28/2011		A		1,173.9035		<sup>(5)</sup>	<sup>(5)</sup>	Common Stock
Phantom Stock Units <sup>(5)</sup>	<sup>(5)</sup>	02/28/2011		D		17.0215		<sup>(5)</sup>	<sup>(5)</sup>	Common Stock
Option <sup>(6)</sup>	\$ 68.87							07/27/2004	07/27/2011	Common Stock
Option <sup>(6)</sup>	\$ 64.57							11/13/2004	11/13/2011	Common Stock
Option <sup>(6)</sup>	\$ 54.28							02/11/2006	02/11/2013	Common Stock
Option <sup>(6)</sup>	\$ 73.19							02/10/2007	02/10/2014	Common Stock
Option <sup>(7)</sup>	\$ 73.14							02/08/2008	02/08/2015	Common Stock
Option <sup>(7)</sup>	\$ 71.03							02/14/2009	02/14/2016	Common Stock
Option <sup>(7)</sup>	\$ 85.06							02/13/2010	02/13/2017	Common Stock
Option <sup>(7)</sup>	\$ 64.58							02/12/2011	02/12/2018	Common Stock
Option <sup>(7)</sup>	\$ 29.54							12/31/2011	12/31/2018	Common Stock
Option <sup>(7)</sup>	\$ 9.06							02/10/2012	02/12/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chancy Mark A 303 PEACHTREE STREET ATLANTA, GA 30308			Corp. EVP and CFO	

Signatures

David A Wisniewski, Attorney-in-Fact for Mark A. Chancy	03/02/2011
**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) 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 granted under SunTrust Banks, Inc. 2004 Stock Plan and the 2009 Stock Plan. 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 27,600 shares which vest on 02/10/2012 and 21,810 shares which vest on 12/16/2012.
  - (2) The phantom stock units were acquired under SunTrust Banks, Inc.'s Deferred Compensation Plan. These securities convert to common stock on a one-for-one basis.
  - (3) 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.
  - (4) Represents stock units granted under the SunTrust Banks, Inc. 2009 Stock Plan paid as salary. The stock units will be settled in cash on March 15, 2012, unless settled earlier due to the executive's death.
  - (5) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
  - (6) Granted pursuant to the SunTrust Banks, Inc. 2004 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.