

Breeden Frances L
 Form 4
 December 09, 2010

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 *
 Breeden Frances L

(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)
 12/07/2010

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. Executive Vice President

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 Price			
Common Stock	12/07/2010		F	6,774 D \$ 23.36	27,735	D	
Common Stock					348.0702	I	401(k) ⁽¹⁾

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

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SEC 1474 (9-02)

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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)	8. D S (Instr. 3, 4, and 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units ⁽²⁾	⁽²⁾					⁽²⁾	⁽²⁾	Common Stock	1,400.054
Option ⁽³⁾	\$ 64.57					11/13/2004	11/13/2011	Common Stock	2,400
Option ⁽³⁾	\$ 63.74					08/01/2005	08/01/2012	Common Stock	1,000
Option ⁽³⁾	\$ 54.28					02/11/2006	11/30/2011	Common Stock	1,842
Option ⁽³⁾	\$ 54.28					02/11/2006	02/11/2013	Common Stock	8,158
Option ⁽³⁾	\$ 73.19					02/10/2007	02/10/2014	Common Stock	8,000
Option ⁽⁴⁾	\$ 73.14					02/08/2008	02/08/2015	Common Stock	10,000
Option ⁽⁴⁾	\$ 71.03					02/14/2009	02/14/2016	Common Stock	22,500
Option ⁽⁴⁾	\$ 85.06					02/13/2010	02/13/2017	Common Stock	20,000
Option ⁽⁴⁾	\$ 64.58					11/30/2010	11/30/2015	Common Stock	31,239
Option ⁽⁴⁾	\$ 9.06					11/30/2010	11/30/2015	Common Stock	64,626
Option ⁽⁵⁾	\$ 22.69					11/30/2010	11/30/2015	Common Stock	6,029

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Breeden Frances L
303 PEACHTREE STREET
ATLANTA, GA 30308

Corp. Executive Vice President

Signatures

David A. Wisniewski, Attorney-in-Fact for Frances L.
Breeden

12/09/2010

__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.
 - (2) 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.
 - (3) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
 - (4) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
 - (5) Granted pursuant to the SunTrust Banks, Inc. 2009 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.