

Fortin Raymond D
Form 4
February 26, 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 *
Fortin Raymond D

(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)
02/24/2010

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. EVP & General Counsel

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 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/24/2010 | | A | | 1,600 | A | \$ 23.52 |
| Common Stock | 02/24/2010 | | F | | 520 | D | \$ 23.52 |
| Common Stock | | | | | | | 3,032.208 |
| Common Stock | | | | | | | 40,567 |
| | | | | | | I | 401(k) ⁽²⁾ |
| | | | | | | I | Restricted Stock ⁽³⁾ |

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

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SEC 1474
(9-02)

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Phantom Stock Units ⁽⁴⁾ | ⁽⁴⁾ | | | | | ⁽⁴⁾ ⁽⁴⁾ | Common Stock | 1,768,235 |
| Option ⁽⁵⁾ | \$ 51.125 | | | | | 11/14/2003 11/14/2010 | Common Stock | 8,050 |
| Option ⁽⁵⁾ | \$ 64.57 | | | | | 11/13/2004 11/13/2011 | Common Stock | 10,955 |
| Option ⁽⁵⁾ | \$ 54.28 | | | | | 02/11/2006 02/11/2013 | Common Stock | 13,158 |
| Option ⁽⁵⁾ | \$ 73.19 | | | | | 02/10/2007 02/10/2014 | Common Stock | 15,000 |
| Option ⁽⁶⁾ | \$ 73.14 | | | | | 02/08/2008 02/08/2015 | Common Stock | 18,000 |
| Option ⁽⁶⁾ | \$ 71.03 | | | | | 02/14/2009 02/14/2016 | Common Stock | 20,000 |
| Option ⁽⁶⁾ | \$ 85.06 | | | | | 02/13/2010 02/13/2017 | Common Stock | 18,000 |
| Option ⁽⁶⁾ | \$ 64.58 | | | | | 02/12/2011 02/12/2018 | Common Stock | 33,500 |
| Option ⁽⁶⁾ | \$ 9.06 | | | | | 02/10/2012 02/10/2019 | Common Stock | 183,273 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Fortin Raymond D
303 PEACHTREE STREET
ATLANTA, GA 30308

Corp. EVP & General Counsel

Signatures

David A. Wisniewski, Attorney-in-Fact for Raymond D.
Fortin

02/26/2010

__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) Includes 1,600 shares of restricted stock which vested on 02/24/2010.
- (2) Because the stock fund component of the 401(k) 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 1986 SunTrust Executive Stock Plan, 1995 SunTrust Executive Stock Plan, SunTrust Banks, Inc. 2000 Stock Plan and 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 25,100 shares which vest on 02/10/2012.
- (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) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (5) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
- (6) 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.