

Panther Thomas E  
Form 4  
February 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Panther Thomas E

(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)  
02/13/2010

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)

SVP, Controller/ChiefAcct.Off.

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>(A) 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>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 02/13/2010                              |                                                             | A                                    | 2,778                                                                   | A \$<br>22.37                                                                                                      | 4,404                                                                | D <sup>(1)</sup>                        |
| Common<br>Stock                       | 02/12/2010                              |                                                             | F                                    | 1,074                                                                   | D \$<br>22.37                                                                                                      | 3,330                                                                | D                                       |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 1,061.171                                                            | I 401(k) <sup>(2)</sup>                 |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 18,795                                                               | D <sup>(3)</sup>                        |

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

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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) |                                  | 8. D<br>S<br>(I |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|----------------------------------|-----------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount or<br>Number of<br>Shares |                 |
| Phantom<br>Stock<br>Units <u>(4)</u>                | <u>(4)</u>                                                         |                                         |                                                             |                                      |                                                                                                                    | <u>(4)</u>                                                     | <u>(4)</u>         | Common<br>Stock                                                     | 952.7572                         |                 |
| Option <u>(5)</u>                                   | \$ 51.125                                                          |                                         |                                                             |                                      |                                                                                                                    | 11/14/2003                                                     | 11/14/2010         | Common<br>Stock                                                     | 1,950                            |                 |
| Option <u>(6)</u>                                   | \$ 64.57                                                           |                                         |                                                             |                                      |                                                                                                                    | 11/13/2004                                                     | 11/13/2011         | Common<br>Stock                                                     | 1,545                            |                 |
| Option <u>(6)</u>                                   | \$ 54.28                                                           |                                         |                                                             |                                      |                                                                                                                    | 02/11/2006                                                     | 02/11/2013         | Common<br>Stock                                                     | 2,400                            |                 |
| Option <u>(6)</u>                                   | \$ 73.19                                                           |                                         |                                                             |                                      |                                                                                                                    | 02/10/2007                                                     | 02/10/2014         | Common<br>Stock                                                     | 3,000                            |                 |
| Option <u>(6)</u>                                   | \$ 73.14                                                           |                                         |                                                             |                                      |                                                                                                                    | 02/08/2008                                                     | 02/08/2015         | Common<br>Stock                                                     | 7,000                            |                 |
| Option <u>(7)</u>                                   | \$ 23.7                                                            |                                         |                                                             |                                      |                                                                                                                    | 01/14/2013                                                     | 01/14/2020         | Common<br>Stock                                                     | 6,000                            |                 |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                                  |       |
|---------------------------------------------------------------|---------------|-----------|----------------------------------|-------|
|                                                               | Director      | 10% Owner | Officer                          | Other |
| Panther Thomas E<br>303 PEACHTREE STREET<br>ATLANTA, GA 30308 |               |           | SVP, Controller/Chief Acct. Off. |       |

## Signatures

David A. Wisniewski, Attorney-in-Fact for Thomas E.  
Panther

02/17/2010

\_\_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) Includes 2,778 shares of restricted stock which vested on 02/13/2010
- (2) 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 the SunTrust Banks, Inc. 2004 Stock Plan and the 2009 Stock Plan which is subject to certain vesting conditions. The restricted stock agreement contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. The plan is exempt under Rule 16(b)-3. Includes 2,000 shares which vest on 11/6/2011, 5,810 shares which vest on 02/10/2012, 3,690 shares which vest on 8/11/2012 and 4,205 shares which vest on 02/09/2013.
- (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. 2009 Stock Plan.
- (7) 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.