

Freeman Thomas E
 Form 4
 February 16, 2012

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 *
 Freeman Thomas E

(Last) (First) (Middle)
 303 PEACHTREE STREET, N.E.
 (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)
 02/14/2012

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 & Chief Credit Off.

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 Indirect Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	02/13/2012		F	12,288 D \$ 22.03	61,666	D ⁽¹⁾	
Common Stock					623.2849	I ⁽²⁾	401(k)

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units ⁽³⁾	<u>(3)</u>					<u>(3)</u>	<u>(3)</u>	Common Stock	1,433.3
Phantom Stock Units ⁽⁴⁾	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	15,927.9
Phantom Stock Units ⁽⁵⁾	<u>(5)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	10,36
Option ⁽⁶⁾	\$ 71.03					02/14/2009	02/14/2016	Common Stock	18,00
Option ⁽⁶⁾	\$ 85.06					02/13/2010	02/13/2017	Common Stock	20,00
Option ⁽⁶⁾	\$ 64.58					02/12/2011	02/12/2018	Common Stock	81,40
Option ⁽⁶⁾	\$ 9.06					02/10/2012	02/10/2019	Common Stock	250,00
Option ⁽⁷⁾	\$ 9.06					02/10/2012	02/10/2019	Common Stock	25,27
Option ⁽⁸⁾	\$ 29.2					04/01/2012	04/01/2021	Common Stock	27,34
Option ⁽⁸⁾	\$ 21.67	02/14/2012		A	44,400	<u>(8)</u>	02/14/2022	Common Stock	44,40

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Freeman Thomas E 303 PEACHTREE STREET, N.E. ATLANTA, GA 30308			Corp. EVP & Chief Credit Off.	

Signatures

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

02/16/2012

__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) 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 20,186 shares which vest on 12/16/2012.
 - (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.
 - (3) 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.
 - (4) Represents stock units granted under the SunTrust Banks, Inc. 2009 Stock Plan and paid as salary. Reflects settlement of one-half in case on March 31, 2011. Remainder will be settled on March 31, 2012, unless settled earlier due to the executive's death.
Reflects satisfaction of performance vesting condition (Tier 1 Capital) as of December 31, 2011 with respect to restricted stock units originally granted under the SunTrust Banks, Inc. 2009 Stock Plan on April 1, 2011. Grant was exempt pursuant to Rule 16b-3. Award remains subject to time-vesting criterion and will vest pro rata annually (i.e. one-third each year) and will vest post-retirement provided certain noncompetition and other restrictive covenants are performed.
 - (6) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
 - (7) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. This option was granted on February 10, 2009 subject to approval by shareholders of the 2009 Stock Plan. Such plan was approved by Shareholders on April 28, 2009.
 - (8) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. Award vests annually over the next three years.

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.