WELLS JAMES M III

Form 4 June 17, 2010

Common

Common

Common Stock

Common Stock

Stock

Stock

OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading WELLS JAMES M III Issuer Symbol SUNTRUST BANKS INC [STI] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title Other (specify 303 PEACHTREE STREET 06/15/2010 below) below) Chairman, President and CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting ATLANTA, GA 30308 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 128,581.65 (1) D Stock

85,000	D (3)	
6,737	I	GRAT

I

 $D^{(2)}$

12,267

1,693.5017

Spouse

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Common Stock 44,179 I GRAT no. 2

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Doßecurities Acqu Disposed of (D (Instr. 3, 4, and	uired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and
	Security						Date Exercisable	Expiration Date	Title
Phantom Stock Units (4)	<u>(4)</u>			Code V	(A)	(D)	<u>(4)</u>	<u>(4)</u>	Common Stock
Phantom Stock Units (5)	<u>(5)</u>	06/15/2010		A	4,724.4342		<u>(5)</u>	<u>(5)</u>	Common Stock
Phantom Stock Units (5)	<u>(5)</u>	06/15/2010		F		68.5044	<u>(5)</u>	(5)	Common Stock
Option (6)	\$ 51.125						12/31/2001	11/14/2010	Common Stock
Option (6)	\$ 51.125						11/14/2003	11/14/2010	Common Stock
Option (6)	\$ 64.57						12/31/2001	11/13/2011	Common Stock
Option (6)	\$ 64.57						11/13/2004	11/13/2011	Common Stock
Option (6)	\$ 54.28						02/11/2006	02/11/2013	Common Stock
Option (6)	\$ 73.19						02/10/2007	02/10/2014	Common Stock
Option (7)	\$ 73.14						02/08/2008	02/08/2015	Common Stock
Option (7)	\$ 71.03						02/14/2009	02/14/2016	Common Stock

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Option (7)	\$ 64.58	02/12/2011	02/12/2018	Common Stock
Option (7)	\$ 9.06	02/10/2012	02/10/2019	Common Stock

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Common

Stock

02/13/2010 02/13/2017

Reporting Owners

\$ 85.06

Reporting Owner Name / Address	Keiauonsnips				
•	Director	10% Owner	Officer	Other	
WELLS JAMES M III 303 PEACHTREE STREET	X		Chairman, President and CEO		
ATLANTA, GA 30308					

Signatures

Option (7)

Raymond D. Fortin, Attorney-in-Fact for James M. Wells III 06/17/2010

**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 additional shares acquired as a result of reinvestment of dividends since the reporting person's last filing.
- (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 granted under SunTrust Banks, Inc. 2004 Stock Plan. Restricted stock agreements contain tax withholding features (3) allowing stock to be withheld to satisfy tax withholding obligations. This plan is exempt under Rule 16(b)-3. Includes 50,000 shares which vest on 02/10/2012.
- (4) 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.
- (5) 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.
- (6) Granted pursuant to the SunTrust Banks, Inc. 2000 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.

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