

SUNTRUST BANKS INC

Reported by
SULLIVAN TIMOTHY E

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/17/10 for the Period Ending 02/12/10

Address	303 PEACHTREE ST N E ATLANTA, GA 30308
Telephone	4045887711
CIK	0000750556
Symbol	STI
SIC Code	6021 - National Commercial Banks
Industry	Regional Banks
Sector	Financial
Fiscal Year	12/31

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION
Washington, D.C. 20549**

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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(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person * Sullivan Timothy E <small>(Last) (First) (Middle)</small> 250 PIEDMONT AVENUE <small>(Street)</small> ATLANTA, GA 30308 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol SUNTRUST BANKS INC [STI] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/12/2010</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Corp. EVP & Chief Info. Off. 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	2/13/2010		A		5237	A	\$22.37	10148	D (1)	
Common Stock	2/12/2010		F		1700	D	\$22.37	8448	D	
Common Stock								949.554	I	401(k) (2)
Common Stock								24345	I	Restricted Stock (3)

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock Units (4)	(4)							(4)	(4)	Common Stock	1722.8067		1722.8067	D	
Phantom Stock Units (5)	(5)	2/12/2010		A		1545.9692		(5)	(5)	Common Stock	1545.9692	\$22.37	4224.1002	D	
Phantom Stock Units (5)	(5)	2/12/2010		F		22.4166		(5)	(5)	Common Stock	22.4166	\$22.37	4201.6836	D	
Option (6)	\$54.28							2/11/2006	2/11/2013	Common Stock	25000		25000	D	
Option (6)	\$73.19							2/10/2007	2/10/2014	Common Stock	18000		18000	D	
Option (7)	\$73.14							2/8/2008	2/8/2015	Common Stock	18000		18000	D	
Option (7)	\$71.03							2/14/2009	2/14/2016	Common Stock	33000		33000	D	

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1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option ⁽⁷⁾	\$85.06							2/13/2010	2/13/2017	Common Stock	33000		33000	D	
Option ⁽⁷⁾	\$64.58							2/12/2011	2/12/2018	Common Stock	62000		62000	D	
Option ⁽⁷⁾	\$9.06							2/10/2012	2/10/2019	Common Stock	238475		238475	D	

Explanation of Responses:

- (1) Includes 5,237 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.
- (3) Restricted stock granted under SunTrust Banks, Inc. 2004 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 16,300 shares which vest on 02/10/2012.
- (4) The phantom stock units were acquired under SunTrust Banks, Inc.'s 401(k) excess benefit plan. These securities 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sullivan Timothy E 250 PIEDMONT AVENUE ATLANTA, GA 30308			Corp. EVP & Chief Info. Off.	

Signatures

David A. Wisniewski, Attorney-in-Fact for Timothy E. Sullivan

2/17/2010

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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