

# **SUNTRUST BANKS INC**

Reported by  
**GILLANI ALEEM**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 02/16/12 for the Period Ending 02/14/12

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP  
OF SECURITIES

OMB APPROVAL  
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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 *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Gillani Aleem	SUNTRUST BANKS INC [ STI ]	
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	____ Director _____ 10% Owner ____ X ____ Officer (give title below) _____ Other (specify below) Corp. Exex. Vice Pres and CFO
303 PEACHTREE STREET, N.E.	2/14/2012	6. Individual or Joint/Group Filing (Check Applicable Line)
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	____ X ____ Form filed by One Reporting Person ____ Form filed by More than One Reporting Person
ATLANTA, GA 30303		
(City) (State) (Zip)		

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								54975	D (1)	
Common Stock								300	I	Custodial Account (2)
Common Stock								2300	I	Custodial Account (3)
Common Stock								3500	I	Trust (4)
Common Stock								5320.8498	I	401(k) (5)

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock	(6)						(6)	(6)	Common Stock	977.469		977.469	D	
Phantom Stock (7)	(7)						(7)	(7)	Common Stock	8000		8000	D	
Option (8)	\$23.7						1/14/2013	1/14/2020	Common Stock	5000		5000	D	
Option (8)	\$32.27						2/8/2014	2/8/2021	Common Stock	19300		19300	D	
Option (9)	\$21.67	2/14/2012		A		44400	(9)	2/14/2022	Common Stock	44400	(9)	44400	D	

**Explanation of Responses:**

- (1) Includes 9,255 shares of restricted stock which vest on August 11, 2012; 3,800 shares of restricted stock which vest on February 9, 2013, and 7,290 shares of restricted stock which vest on February 9, 2014.
- (2) Shares are held in a custodial account for the benefit of an adult family member over which account the reporting person has investment and voting control.
- (3) Shares are held in a custodial account for the benefit of a minor child of the reporting person over which account the reporting person has investment and voting control.
- (4) Shares are held in a family trust over which the reporting person has voting and investment control.
- (5) 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.
- (6) Acquired under the SunTrust Banks, Inc. Deferred Compensation Plan. These convert to common stock on a one-for-one basis.
- (7) 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 26, 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.
- (8) Granted under the SunTrust Banks, Inc. 2009 Stock Plan.
- (9) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. One third of the award vests each year for three years.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Gillani Aleem</b> <b>303 PEACHTREE STREET, N.E.</b> <b>ATLANTA, GA 30303</b>			<b>Corp. Exex. Vice Pres and CFO</b>	

**Signatures****David A. Wisniewski, Attorney-in-Fact for Aleem Gillani****2/16/2012**

\*\* 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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