

SUNTRUST BANKS INC

Reported by
LIENHARD JEROME T

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/26/12 for the Period Ending 11/23/11

| | |
|-------------|---|
| 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**

OMB APPROVAL
OMB Number: 3235-0287
Expires: November 30, 2011
Estimated average burden hours per response... 0.5

**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 * Lienhard Jerome T <small>(Last) (First) (Middle)</small> 303 PEACHTREE STREET, N.E. <small>(Street)</small> ATLANTA, GA 30303 <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) 11/23/2011 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 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) Pres & CEO, SunTrust Mortgage 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 | 11/23/2011 | | S | | 1050 | D | \$18.06 | 52198 ⁽¹⁾ | D | |

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 ⁽²⁾ | ⁽²⁾ | | | | | | | ⁽²⁾ | ⁽²⁾ | Common Stock | 1157.3369 | | 1157.3369 | D | |
| Option ⁽³⁾ | \$64.58 | | | | | | | 2/12/2011 | 2/12/2018 | Common Stock | 22000 | | 22000 | D | |
| Option ⁽³⁾ | \$9.06 | | | | | | | 2/10/2012 | 2/10/2019 | Common Stock | 72400 | | 72400 | D | |
| Option ⁽⁴⁾ | \$22.69 | | | | | | | 2/9/2013 | 2/9/2020 | Common Stock | 12500 | | 12500 | D | |
| Option ⁽⁴⁾ | \$27.5 | | | | | | | 4/26/2014 | 4/26/2021 | Common Stock | 7226 | | 7226 | D | |
| Option ⁽⁴⁾ | \$32.27 | | | | | | | 2/8/2014 | 2/8/2021 | Common Stock | 19050 | | 19050 | D | |

Explanation of Responses:

- (1) Includes the following shares which are subject to forfeiture: 9,850 which vest on 2/9/2012; 3,690 which vest on 8/11/2012; 7,900 which vest on 2/9/2013; 8,000 which vest on 2/8/2014; and 2,728 which vest on 4/26/2014.
- (2) The phantom stock units were acquired under the SunTrust Banks, Inc. Deferred Compensation Plan and convert to common stock on a one-to-one basis.
- (3) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.

(4) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--|-------|
| | Director | 10% Owner | Officer | Other |
| Lienhard Jerome T 303 PEACHTREE STREET, N.E. ATLANTA, GA 30303 | | | Pres & CEO, SunTrust Mortgage | |

Signatures

David A. Wisniewski, Attorney-in-Fact for Jerome T. Lienhard

1/26/2012

** 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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