

WELLS JAMES M III  
Form 4  
December 22, 2011

**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 \*  
WELLS JAMES M III

2. Issuer Name and Ticker or Trading Symbol  
SUNTRUST BANKS INC [STI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
303 PEACHTREE STREET, N.E.  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/16/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman

ATLANTA, GA 30308

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/16/2011		J	V	25,180.746	A	11 289,399.39
Common Stock	12/16/2011		J	V	20,432.2	A	11 309,831.596
Common Stock							12,267 I Spouse
Common Stock							1,708.0485 I (3) 401(k)
Common Stock	12/16/2011		J	V	25,180.746	D	11 0 I GRAT no. 2

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Common Stock      12/16/2011      J   V   20,432.2      D   (1)      8,001.355      I (4)      GRAT no. 3

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(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 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 <u>(5)</u>	<u>(5)</u>					<u>(5)</u> <u>(5)</u>	Common Stock      7,925.674
Phantom Stock <u>(6)</u>	<u>(6)</u>					<u>(6)</u> <u>(6)</u>	Common Stock      57,560.844
Option <u>(7)</u>	\$ 54.28					02/11/2006      02/11/2013	Common Stock      100,000
Option <u>(7)</u>	\$ 73.19					02/10/2007      02/10/2014	Common Stock      100,000
Option <u>(8)</u>	\$ 73.14					02/08/2008      02/08/2015	Common Stock      60,000
Option <u>(8)</u>	\$ 71.03					02/14/2009      02/14/2016	Common Stock      100,000
Option <u>(8)</u>	\$ 85.06					02/13/2010      02/13/2017	Common Stock      163,000
Option <u>(8)</u>	\$ 64.58					02/12/2011      02/12/2018	Common Stock      250,000
Option <u>(8)</u>	\$ 9.06					02/10/2012      02/10/2019	Common Stock      250,000
Option <u>(9)</u>	\$ 29.2					04/01/2012      04/01/2021	Common Stock      84,439

