WELLS JAMES M III

Form 4

March 17, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2 Januar Nama and Tielzer or Tradina

OMB Number:

3235-0287

Expires:

5 Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

	JAMES M III	rung Person _	Symbol	Name and Turner and Tu		C	Issuer	of Reporting Pe	
(Last)	(First)	(Middle)		Earliest Tra		, [S11]	(Ch	eck all applicab	le)
, , ,	CHTREE STRI	` ′	(Month/D 03/15/20	ay/Year)	insuction .		X Director X Officer (gi below) Chairma		% Owner her (specify d CEO
	(Street)		4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check		
ATLAN'	ΓA, GA 30308	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								ally Owned
1.Title of Security (Instr. 3)	(Month/Day/	any	emed on Date, if /Day/Year)	3. Transactio Code (Instr. 8)	Disposed (Instr. 3,	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Commor Stock	l						128,578	D	
Commor Stock	1						12,267	I	Spouse
Commor Stock	1						1,695.709	I	401(k) (1)
Commor Stock	1						85,000	I	Restricted Stock (2)
Common	1						6,737	I	GRAT

Common GRAT no. 44,179 I Stock

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

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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of or Disposed of (Instr. 3, 4, and	quired (A) of (D)	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and 4
	Security					(5)	Date Exercisable	Expiration Date	Title
Phantom Stock Units (3)	(3)			Code V	(A)	(D)	<u>(3)</u>	(3)	Common Stock
Phantom Stock Units (4)	<u>(4)</u>	03/15/2010		A	4,615.907		<u>(4)</u>	<u>(4)</u>	Common Stock
Phantom Stock Units (4)	<u>(4)</u>	03/15/2010		F		66.9307	<u>(4)</u>	<u>(4)</u>	Common Stock
Option (5)	\$ 51.125						12/31/2001	11/14/2010	Common Stock
Option (5)	\$ 51.125						11/14/2003	11/14/2010	Common Stock
Option (5)	\$ 64.57						12/31/2001	11/13/2011	Common Stock
Option (5)	\$ 64.57						11/13/2004	11/13/2011	Common Stock
Option (5)	\$ 54.28						02/11/2006	02/11/2013	Common Stock
Option (5)	\$ 73.19						02/10/2007	02/10/2014	Common Stock
Option (6)	\$ 73.14						02/08/2008	02/08/2015	Common Stock
Option (6)	\$ 71.03						02/14/2009	02/14/2016	Common Stock

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Option (6)	\$ 85.06	02/13/2010	02/13/2017	Stock
Option (6)	\$ 64.58	02/12/2011	02/12/2018	Common Stock
Option (6)	\$ 9.06	02/10/2012	02/10/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 0	Director	10% Owner	Officer	Other		
WELLS JAMES M III 303 PEACHTREE STREET ATLANTA, GA 30308	X		Chairman, President and CEO			

Signatures

David A. Wisniewski, Attorney-in-Fact for James M. Wells III

03/17/2010

**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) 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 (2) 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.
- (3) 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.
- (4) 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.
- (5) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (6) 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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