

Sullivan Timothy E
Form 4
April 05, 2011

FORM 4

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

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

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
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burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sullivan Timothy E

(Last) (First) (Middle)

250 PIEDMONT AVENUE

(Street)

ATLANTA, GA 30308

(City) (State) (Zip)

2. Issuer Name **and** Ticker or

number.

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 Units <u>(3)</u>	<u>(3)</u>							<u>(3)</u>	<u>(3)</u>	Common Stock	1,725.0
Phantom Stock Units <u>(4)</u>	<u>(4)</u>							<u>(4)</u>	<u>(4)</u>	Common Stock	15,927.9
Phantom Stock Units <u>(5)</u>	<u>(5)</u>							<u>(5)</u>	<u>(5)</u>	Common Stock	6,757.3
Option <u>(6)</u>	\$ 54.28							02/11/2006	02/11/2013	Common Stock	25,000
Option <u>(6)</u>	\$ 73.19							02/10/2007	02/10/2014	Common Stock	18,000
Option <u>(7)</u>	\$ 73.										

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

04/05/2011

__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 and the 2009 Stock Plan. Restricted stock agreements contain tax
- (2) 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 and 20,374 shares which vest on 12/16/2012.
- (3) The phantom stock units were acquired under SunTrust Banks, Inc.'s Deferred Compensation Plan. These securities 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. Reflects settlement of one-half in cash on March 31, 2011. Remainder will be settled on March 31, 2012, unless settled earlier due to the executive's death.
- (5) Represents stock units granted under the SunTrust Banks, Inc. 2009 Stock Plan paid as salary. The stock units will be settled in cash on March 15, 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.
- (8) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. Award vests annually over three years.

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