HILL CT Form 4 May 04, 2010

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Expires: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, 2005

Form 4 or Form 5

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| 1. Name and Address of HILL C T | of Reporting Person * | 2. Issuer Name and Ticker or Trading Symbol SUNTRUST BANKS INC [STI] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
|---------------------------------|-----------------------|--|---|--|--|
| (Last) (Fi | rst) (Middle) | 3. Date of Earliest Transaction | | | |
| 919 EAST MAIN | STREET | (Month/Day/Year) 04/30/2010 | Director 10% Owner Sofficer (give title Other (specify below) | | |
| (Str | reet) | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person | | |
| RICHMOND, VA | 23219 | | Form filed by More than One Reporting Person | | |

| (City) | (State) (Z | Zip) Table | e I - Non-D | erivative S | Securities Ac | quired, Disposed | of, or Beneficia | ally 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 nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price | | 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) |
| Common Stock | | | | | | 33,488 | D | |
| Common Stock | | | | | | 20,660.376 | I | 401(k) (1) |
| Common Stock | | | | | | 36,258 | I | Restricted Stock (2) |

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

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number.

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

| 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. Transact Code (Instr. 8) | ionSecuri or Dis | ties Ac | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and A Underlying So (Instr. 3 and 4 |
|---|---|---|---|--------------------------------------|---------------------|---------|---------|--|--------------------|--|
| | Security | | | | | | | Date Exercisable | Expiration Date | Title |
| Phantom Stock Units (3) | (3) | | | Code V | V (A | A) | (D) | (3) | (3) | Common Stock |
| Phantom Stock Units (4) | <u>(4)</u> | | | | | | | <u>(4)</u> | <u>(4)</u> | Common Stock |
| Phantom Stock Units (5) | <u>(5)</u> | 04/30/2010 | | A | 795. | 3267 | | <u>(5)</u> | <u>(5)</u> | Common Stock |
| Phantom Stock Units (5) | <u>(5)</u> | 04/30/2010 | | F | | | 11.5321 | (5) | (5) | Common Stock |
| Option (6) | \$ 51.125 | | | | | | | 11/14/2003 | 11/14/2010 | Common Stock |
| Option (6) | \$ 64.57 | | | | | | | 11/13/2004 | 11/13/2011 | Common Stock |
| Option (6) | \$ 54.28 | | | | | | | 02/11/2006 | 02/11/2013 | Common Stock |
| Option (6) | \$ 73.19 | | | | | | | 02/10/2007 | 02/10/2014 | Common Stock |
| Option (7) | \$ 73.14 | | | | | | | 02/08/2008 | 02/08/2015 | Common Stock |
| Option (7) | \$ 71.03 | | | | | | | 02/14/2009 | 02/08/2016 | Common Stock |
| Option (7) | \$ 85.06 | | | | | | | 02/13/2010 | 02/13/2017 | Common Stock |
| Option (7) | \$ 64.58 | | | | | | | 02/12/2011 | 02/12/2018 | Common Stock |
| Option (7) | \$ 29.54 | | | | | | | 12/31/2011 | 12/31/2018 | Common Stock |
| Option (7) | \$ 9.06 | | | | | | | 02/10/2012 | 02/12/2019 | Common Stock |

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HILL C T 919 EAST MAIN STREET RICHMOND, VA 23219

Corp. Executive Vice President

Signatures

David A. Wisnewski, Attorney-in-Fact for C.T. Hill

05/04/2010

**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 held under SunTrust Banks, Inc. 2004 Stock Plan. Subject to certain vesting conditions. Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. All plans are exempt under Rule 16(b)-3. Includes 4,500 shares which vest on 02/12/2011, 5,000 shares which vest on 10/31/2011, 1,358 shares which vest on 12/15/2011 and 25,400 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) The reported phantom stock units were acquired under Crestar Bank's ANEX plan. These securities convert to common stock on a one-for-one basis.
- (5) 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.
- (6) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (7) 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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