

Kuntz Thomas G
 Form 4
 April 03, 2012

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 *
Kuntz Thomas G

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

ATLANTA, GA 30308

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
03/31/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Corp. Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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. 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 Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					90,165 ⁽¹⁾	D	
Common Stock					10,000	I	Kuntz Limited Partnership
Common Stock					6,391.7646	I	401(k) ⁽²⁾

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4)	Am Nur Sha
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Phantom Stock ⁽³⁾	⁽³⁾					⁽³⁾	⁽³⁾	Common Stock	1,
Phantom Stock ⁽⁴⁾	⁽⁴⁾	03/31/2012		M	10,618.5396	⁽⁴⁾	⁽⁴⁾	Common Stock	10
Option ⁽⁵⁾	\$ 63.74					08/01/2005	08/02/2012	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	
Option ⁽⁶⁾	\$ 85.06					02/13/2010	02/13/2017	Common Stock	
Option ⁽⁶⁾	\$ 64.58					02/12/2011	02/12/2018	Common Stock	
Option ⁽⁶⁾	\$ 29.54					12/31/2011	12/31/2018	Common Stock	
Option ⁽⁶⁾	\$ 9.06					02/10/2012	02/10/2019	Common Stock	
Option ⁽⁷⁾	\$ 32.27					02/08/2014	02/08/2021	Common Stock	
Option ⁽⁸⁾	\$ 21.67					⁽⁸⁾	02/14/2022	Common Stock	

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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	Director	10% Owner	Officer	Other
Kuntz Thomas G 303 PEACHTREE STREET, N.E. ATLANTA, GA 30308			Corp. Executive Vice President	

Signatures

David A. Wisniewski, Attorney-in-Fact for Thomas G.
Kuntz

04/03/2012

__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).

- Includes restricted stock granted under SunTrust Banks, Inc. 2204 Stock Plan and the 2009 Stock Plan. Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. This plan is exempt under Rule
- (1) 16(b)-3. Also includes the following shares which are subject to forfeiture: 1,200 which vest on 6/20/2012; 1,200 which vest on 9/16/2012; 18,071 which vest on 12/16/2012; 1,200 which vest on 3/6/2013; 1,200 which vest on 7/14/2013; 22,000 which vest on 2/8/2014; and 316 which vest on 3/31/2016.
 - (2) 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.
 - (3) 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.
 - (4) Represents cash settlement of stock units granted under the SunTrust Banks, Inc. 2009 Stock Plan and paid as salary.
 - (5) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
 - (6) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
 - (7) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan.
 - (8) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. One third of the award vests each year for three years.

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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