

Kuntz Thomas G
Form 4
May 18, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kuntz Thomas G

(Last) (First) (Middle)
200 SOUTH ORANGE AVE.
(Street)

ORLANDO, FL 32801

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/14/2010

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	17,728	D	
Common Stock				(A) or (D)	6,318.622	I	401(k) ⁽¹⁾
Common Stock				(A) or (D)	10,000	I	Kuntz Limited Partnership
Common Stock				(A) or (D)	34,416	I	Restricted Stock ⁽²⁾

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 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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units ⁽³⁾	<u>(3)</u>					<u>(3)</u>	<u>(3)</u>	Common Stock
Phantom Stock Units ⁽⁴⁾	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock
Phantom Stock Units ⁽⁵⁾	<u>(5)</u>	05/14/2010		A	775.4863	<u>(5)</u>	<u>(5)</u>	Common Stock
Phantom Stock Units ⁽⁵⁾	<u>(5)</u>	05/14/2010		F	11.2445	<u>(5)</u>	<u>(5)</u>	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⁾	\$ 63.74					08/01/2005	08/02/2012	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	02/14/2016	Common Stock
Option ⁽⁷⁾	\$ 85.06					02/13/2010	02/13/2017	Common Stock
Option ⁽⁷⁾	\$ 64.58					02/12/2011	02/12/2018	

Option ⁽⁷⁾	\$ 29.54	12/31/2011	12/31/2018	Common Stock	
Option ⁽⁷⁾	\$ 9.06	02/10/2012	02/10/2019	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kuntz Thomas G 200 SOUTH ORANGE AVE. ORLANDO, FL 32801			Corp. Executive Vice President	

Signatures

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

Kuntz

05/18/2010

__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 the 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, 25,400 shares which vest on 02/10/2012 and 316 shares which vest on 03/19/2016.
- (2) 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.
- (3) Granted in exchange for restricted stock. Will be paid out on various dates. 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. 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.
- (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.

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