

ROGERS WILLIAM H JR
 Form 4
 November 02, 2010

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 *
 ROGERS WILLIAM H JR

(Last) (First) (Middle)
 303 PEACHTREE STREET
 (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)
 10/29/2010

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)
 Corporate Exec. 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 (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					35,708	D	
Common Stock					7,668.3251	D ⁽¹⁾	
Common Stock					60	I	Custodian Account ⁽²⁾
Common Stock					57,945	D ⁽³⁾	

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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Phantom Stock Units ⁽⁴⁾	<u>(4)</u>							<u>(4)</u>	<u>(4)</u>	Common Stock
Phantom Stock Units ⁽⁵⁾	<u>(5)</u>	10/29/2010		A		1,765.9604		<u>(5)</u>	<u>(5)</u>	Common Stock
Phantom Stock Units ⁽⁵⁾	<u>(5)</u>	10/15/2010		F		25.6066		<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⁾	\$ 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	Common Stock
Option ⁽⁷⁾	\$ 29.54							12/31/2011	12/31/2018	Common Stock

