Chancy Mark A
Form 4
April 04, 2011

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 *
Chancy Mark A

(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)
03/31/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Corp. EVP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								32,621	D	
Common Stock								1,245.6503	D (1)	
Common Stock								49,410	D (2)	

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

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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. Titl Underl (Instr.
								Date Exercisable	Expiration Date	Title
				Code	V	(A)	(D)			
Phantom Stock Units (3)	(3)							(3)	(3)	Com Sto
Phantom Stock Units (4)	(4)	03/31/2011		M			16,311.7102	(4)	(4)	Com Sto
Phantom Stock Units (5)	(5)	03/31/2011		A		1,228.0399		(5)	(5)	Com Sto
Phantom Stock Units (5)	(5)	03/31/2011		D			17.8065	(5)	(5)	Com Sto
Option (6)	$ 68.87							07/27/2004	07/27/2011	Com Sto
Option (6)	$ 64.57							11/13/2004	11/13/2011	Com Sto
Option (6)	$ 54.28							02/11/2006	02/11/2013	Com Sto
Option (6)	$ 73.19							02/10/2007	02/10/2014	Com Sto
Option (7)	$ 73.14							02/08/2008	02/08/2015	Com Sto
Option (7)	$ 71.03							02/14/2009	02/14/2016	Com Sto
Option (7)	$ 85.06							02/13/2010	02/13/2017	Com Sto
Option (7)	$ 64.58							02/12/2011	02/12/2018	Com Sto
Option (7)	$ 29.54							12/31/2011	12/31/2018	Com Sto
Option (7)	$ 9.06							02/10/2012	02/12/2019	Com Sto

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chancy Mark A 303 PEACHTREE STREET ATLANTA, GA 30308			Corp. EVP and CFO	

Signatures

David A Wisniewski, Attorney-in-Fact for Mark A. Chancy	04/04/2011
**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.
(2)	Restricted stock granted under SunTrust Banks, Inc. 2004 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 16(b)-3. Includes 27,600 shares which vest on 02/10/2012 and 21,810 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.

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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