

Lienhard Jerome T
 Form 4
 April 26, 2012

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 *
 Lienhard Jerome T

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
 04/24/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Pres & CEO, SunTrust Mortgage

ATLANTA, GA 30303

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | Price | |
| Common Stock | 04/24/2012 | | A | 3,168 | D | \$ 23.68 | 55,366 ⁽¹⁾ D |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Securities (Instr. 3 and 4) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock ⁽²⁾ | ⁽²⁾ | | | | | ⁽²⁾ | ⁽²⁾ | | | Common Stock | 1,157.33 |
| Option ⁽³⁾ | \$ 64.58 | | | | | 02/12/2011 | 02/12/2018 | | | Common Stock | 22,000 |
| Option ⁽³⁾ | \$ 9.06 | | | | | 02/10/2012 | 02/10/2019 | | | Common Stock | 72,400 |
| Option ⁽⁴⁾ | \$ 22.69 | | | | | 02/09/2013 | 02/09/2020 | | | Common Stock | 12,500 |
| Option ⁽⁴⁾ | \$ 27.5 | | | | | 04/26/2014 | 04/26/2021 | | | Common Stock | 7,226 |
| Option ⁽⁴⁾ | \$ 32.27 | | | | | 02/08/2014 | 02/08/2021 | | | Common Stock | 19,050 |
| Option ⁽⁴⁾ | \$ 23.68 | 04/24/2012 | | A | 9,260 | 04/24/2015 | 04/24/2022 | | | Common Stock | 9,260 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lienhard Jerome T 303 PEACHTREE STREET, N.E. ATLANTA, GA 30303 | | | Pres & CEO, SunTrust Mortgage | |

Signatures

David A. Wisniewski, Attorney-in-Fact for Jerome T. Lienhard

04/26/2012

__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).
- (1) Includes the following shares which are subject to forfeiture: 3,690 which vest on 8/11/2012; 7,900 which vest on 2/9/2013; 8,000 which vest on 2/8/2014; 2,728 which vest on 4/26/2014; and 3,186 which vest on 4/24/2015.
- (2)

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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.

(3) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.

(4) Granted pursuant to the SunTrust Banks, Inc. 2009 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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