

SUNTRUST BANKS INC  
Form 8-K  
April 27, 2010

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

April 27, 2010

**SunTrust Banks, Inc.**

(Exact name of registrant as specified in its charter)

Georgia

001-08918

58-1575035

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

303 Peachtree Street, N.E., Atlanta, Georgia

30308

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(404) 558-7711

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)  
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)  
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))  
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The annual meeting of the shareholders of SunTrust Banks, Inc. (the "Registrant" of "SunTrust") was held on April 27, 2010. At the meeting, the shareholders of SunTrust took the following actions, and cast the following votes:

1. Shareholders elected the following persons as directors of SunTrust:

Robert M. Beall, II (for - 362,700,001; against - 8,085,380; abstain - 1,336,200; and non votes - 48,485,095);  
Alston D. Correll (for - 361,118,921; against - 9,730,048; abstain - 1,272,611; and non votes - 48,485,095);  
Jeffrey C. Crowe (for - 363,417,372; against - 7,422,456; abstain - 1,281,753; and non votes - 48,485,095);  
Patricia C. Frist (for - 362,063,723; against - 8,832,068; abstain - 1,225,789; and non votes - 48,485,095);  
Blake P. Garrett, Jr. (for - 362,410,517; against - 8,408,858; abstain - 1,302,206; and non votes - 48,485,095);  
David H. Hughes (for - 360,442,376; against - 10,429,772; abstain - 1,249,433; and non votes - 48,485,095);  
M. Douglas Ivester (for - 361,348,157; against - 9,532,398; abstain - 1,241,026; and non votes - 48,485,095);  
J. Hicks Lanier (for - 359,664,969; against - 11,213,138; abstain - 1,243,474; and non votes - 48,485,095);  
William A. Linnenbringer (for - 363,452,330; against - 7,365,055; abstain - 1,304,196; and non votes - 48,485,095);  
G. Gilmer Minor III (for - 360,485,081; against - 10,350,688; abstain - 1,285,812; and non votes - 48,485,095);  
Larry L. Prince (for - 360,921,702; against - 9,945,399; abstain - 1,254,480; and non votes - 48,485,095);  
Frank S. Royal M.D. (for - 360,886,603; against - 9,986,921; abstain - 1,248,057; and non votes - 48,485,095);  
Thomas R. Watjen (for - 363,220,140; against - 7,498,981; abstain - 1,402,460; and non votes - 48,485,095);  
James M. Wells III (for - 357,382,501; against - 13,354,169; abstain - 1,384,912; and non votes - 48,485,095);  
Karen Hastie Williams (for - 342,669,866; against - 28,154,481; abstain - 1,297,234; and non votes - 48,485,095); and  
Dr. Phail Wynn, Jr. (for - 362,313,371; against - 8,556,549; abstain - 1,251,661; and non votes - 48,485,095).

2. Shareholders approved the performance goals under SunTrust's Management Incentive Plan (for - 402,357,057; against - 15,855,782; abstain - 2,393,837; and non votes - 0).

3. Shareholders ratified the appointment of Ernst & Young LLP as independent auditors of SunTrust for 2010 (for - 415,474,761; against - 4,173,871; abstain - 958,044; and non votes - 0).

4. Shareholders approved the non-binding advisory vote ("say-on-pay") resolution regarding the compensation of the Company's executives as described in the Summary Compensation Table as well as in the Compensation Discussion and Analysis and the other executive compensation tables and related discussion (for - 378,704,745; against - 36,092,025; abstain - 5,809,905; and non votes - 0).

5. Shareholders rejected the shareholder proposal regarding the preparation and publication of a sustainability report (for 87,097,157; against - 229,359,415; abstain - 55,665,009; and non votes - 48,485,095).

**Item 8.01 Other Events.**

In connection with the election of new directors, SunTrust's Board of Directors approved new committee assignments. Effective immediately, the Board's committees will be comprised of the following directors:

Audit

M. Douglas Ivester, Chairman  
Robert M. Beall, II  
J. Hicks Lanier  
G. Gilmer Minor III  
Larry L. Prince  
Frank S. Royal M.D.  
Thomas R. Watjen  
Karen Hastie Williams

Compensation

Alston D. Correll, Chairman

Jeffrey C. Crowe  
Patricia C. Frist  
Blake P. Garrett, Jr.  
David H. Hughes  
William A. Linnenbringer  
Dr. Phail Wynn, Jr.

Executive

James M. Wells, Chairman  
Alston D. Correll  
Jeffrey C. Crowe  
M. Douglas Ivester  
G. Gilmer Minor, III

Governance and Nominating

G. Gilmer Minor III, Chairman  
Robert M. Beall, II  
M. Douglas Ivester  
J. Hicks Lanier  
Larry L. Prince  
Frank S. Royal M.D.  
Thomas R. Watjen  
Karen Hastie Williams

Risk

Jeffrey C. Crowe, Chairman  
Alston D. Correll  
Blake P. Garrett, Jr.  
David H. Hughes  
William A. Linnenbringer  
Dr. Phail Wynn, Jr.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SunTrust Banks, Inc.

*April 27, 2010*

By: */s/ David A. Wisniewski*

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*Name: David A. Wisniewski*

*Title: Group Vice President and Associate General Counsel*