

SUNTRUST BANKS INC  
Form FWP  
March 21, 2011

FILED UNDER RULE 433

FILE NO. 333-161712

**SUNTRUST BANKS, INC.**

**TERM SHEET**

\$1,000,000,000 3.60% Senior Notes due 2016

**Issuer:** SunTrust Banks, Inc. ( SunTrust ).

**Securities:** Fixed Rate Senior Notes

**Ratings:** Baa1 / BBB / BBB+ (Moody s / S&P / Fitch). A securities rating is not a recommendation to buy, sell or hold securities and may be subject to review, revision, suspension, reduction or withdrawal at any time by the assigning rating agency.

**Issue Size:** \$1,000,000,000

**Trade Date:** March 21, 2011

**Settlement Date:** March 24, 2011

**Maturity Date:** April 15, 2016

**Treasury Benchmark:** 2.125% due February 29, 2016

**Treasury Yield:** 2.008%

**Spread to Treasury:** +160 bps

**Re-offer Yield:** 3.608%

**Coupon:** 3.600%

**Interest Payment Dates:** Semiannually in arrears on April 15 and October 15 of each year beginning on October 15, 2011.

**Optional Redemption Provisions:** The notes will not be subject to redemption at SunTrust s option at any time prior to March 15, 2016 (one month prior to the maturity date). At any time on or after March 15, 2016, the notes may be redeemed at SunTrust s option at a redemption price equal to 100% of the principal amount of the notes plus accrued interest thereon to the date of redemption.

**Ranking:** The notes will be senior unsecured indebtedness of SunTrust and rank equally with SunTrust s other senior unsecured indebtedness and will be effectively subordinated to SunTrust s secured indebtedness and indebtedness of SunTrust s subsidiaries.

**Use of Proceeds:** If permitted to do so, SunTrust expects to fund with the proceeds of this offering together with the proceeds from its concurrent common stock offering and other funds the repurchase of all 35,000 shares of its Fixed Rate Cumulative Perpetual Preferred Stock, Series C and all of the 13,500 shares of its Fixed Rate Cumulative Perpetual Preferred Stock, Series D issued to the United States Treasury under its Capital Purchase Program established by the United States Treasury as part of its Troubled Asset Relief Program as authorized by the Emergency Economic Stabilization Act of 2008.

**Denominations:** Minimum denominations of \$5,000 and integral multiples of \$1,000 in excess thereof

**Price to Public:** 99.961%

**Listing:** None

**CUSIP / ISIN:** 867914BD4 / US867914BD43

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**Joint Book-Runners:** SunTrust Robinson Humphrey, Inc.

Barclays Capital Inc.

**Co-Managers:** UBS Securities LLC

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer or any underwriter will arrange to send you the prospectus if you request it by contacting SunTrust Robinson Humphrey, Inc. at 1-800-685-4786 or Barclays Capital Inc. at 1-888-603-5847.**