SUNTRUST BANKS INC
Form 424B5
June 01, 2009
Table of Contents

The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement is not an offer to sell nor does it seek an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

FILED PURSUANT TO RULE 424(B)(5)

REGISTRATION NO: 333-137101

PROSPECTUS SUPPLEMENT (Subject to Completion)

(To Prospectus dated October 18, 2006)

Issued June 1, 2009

Shares

SunTrust Banks, Inc.

Common Stock

We are offering shares of our common stock, par value $1.00 per share. Our common stock is listed on the New York Stock Exchange (the NYSE) under the symbol STI. On May 29, 2009, the last reported sale price of our common stock on the NYSE was $13.17 per share.

Our common stock is not a savings account, deposit or other obligation of any of our bank or non-bank subsidiaries and is not insured by the Federal Deposit Insurance Corporation or any other governmental agency.

Investing in our common stock involves risks. See Risk Factors beginning on page S-3 of this prospectus supplement to read about factors you should consider before buying our common stock.

Neither the Securities and Exchange Commission, any state securities commission, the Federal Deposit Insurance Corporation, the Board of Governors of the Federal Reserve System nor any other regulatory body has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Per Share	*Total*
Public offering price	*$*	*$*
Underwriting discounts and commissions	*$*	*$*
Proceeds, before expenses and commissions, to SunTrust Banks, Inc.	*$*	*$*

The underwriters expect to deliver the common stock in book-entry form only, through the facilities of The Depository Trust Company, against payment on or about June , 2009.

The underwriters also may purchase up to an additional shares of common stock within 30 days of the date of this prospectus supplement to cover over-allotments, if any.

Morgan Stanley

Sandler O Neill + Partners, L.P.

SunTrust Robinson Humphrey

Goldman, Sachs & Co.

Prospectus Supplement dated June , 2009

Table of Contents

TABLE OF CONTENTS

Prospectus Supplement

Prospectus

Table of Contents

ABOUT THIS PROSPECTUS SUPPLEMENT

This document consists of two parts. The first part is this prospectus supplement, which describes the specific terms of this offering. The second part is the prospectus, which describes more general information, some of which may not apply to this offering. You should read both this prospectus supplement and the accompanying prospectus, together with additional information described below under the heading Where You Can Find More Information.

Unless otherwise mentioned or unless the context requires otherwise, all references in this prospectus supplement to *SunTrust*, *we*, *us*, *our* or similar references mean SunTrust Banks, Inc. and its subsidiaries.

If the information set forth in this prospectus supplement differs in any way from the information set forth in the accompanying prospectus, you should rely on the information set forth in this prospectus supplement.

You should rely only on the information contained in or incorporated by reference in this prospectus supplement. This prospectus supplement may be used only for the purpose for which it has been prepared. No one is authorized to give information other than that contained in this prospectus supplement and in the documents referred to in this prospectus supplement and which are made available to the public. We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it.

We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information appearing in this prospectus supplement or any document incorporated by reference is accurate as of any date other than the date of the applicable document. Our business, financial condition, results of operations and prospects may have changed since that date. Neither this prospectus supplement nor the accompanying prospectus constitutes an offer, or an invitation on our behalf or on behalf of the underwriters, to subscribe for and purchase, any of the securities and may not be used for or in connection with an offer or solicitation by anyone, in any jurisdiction in which such an offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation.

Table of Contents

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission, or the *SEC.* You may read and copy any document that we file at the SEC s public reference room at 100 F Street, N.E., Washington, D.C. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. In addition, our SEC filings are available to the public from the SEC s web site at http://www.sec.gov. Our SEC filings are also available at the offices of the NYSE. For further information on obtaining copies of our public filings at the NYSE, you should call 212-656-3000.

The SEC allows us to incorporate by reference the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this prospectus supplement, and later information that we file with the SEC will automatically update and supersede this information. We incorporate by reference the following documents listed below and any future filings made with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, or the *Exchange Act* (other than, in each case, information that is deemed not to have been filed in accordance with SEC rules), until we or any of the underwriters sell all of the securities:

Annual Report on Form 10-K for the year ended December 31, 2008;

Quarterly Report on Form 10-Q for the quarter ended March 31, 2009;

Current Reports on Form 8-K dated January 2, 2009, January 7, 2009, January 22, 2009 (except Items 2.02 and 7.01 and the related Exhibits 99.1 and 99.2 included in Item 9.01), February 17, 2009 (Form 8-K/A filed on April 2, 2009), April 30, 2009, May 8, 2009, May 15, 2009 and June 1, 2009; and

the description of SunTrust s common stock, $1.00 par value per share, contained in our Registration Statement on Form 8-A, under Section 12(b) of the Exchange Act, filed March 5, 2003, including any amendment or report filed for the purpose of updating such description.

You may request a copy of these filings (other than an exhibit to a filing unless that exhibit is specifically incorporated by reference into that filing), at no cost, by writing or calling us at the following address:

SunTrust Banks, Inc.

303 Peachtree Street, NE

Atlanta, Georgia 30308

Telephone: 404-658-4879

Attn: Corporate Secretary

We have also filed a registration statement (No. 333-137101) with the SEC relating to the securities offered by this prospectus supplement and the accompanying prospectus. This prospectus supplement is part of the registration statement. You may obtain from the SEC a copy of the registration statement and exhibits that we filed with the SEC when we registered the common stock. The registration statement may contain additional information that may be important to you.

Table of Contents

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

The information included or incorporated by reference in this prospectus supplement may contain forward-looking statements, including statements about credit quality and the future prospects of SunTrust. Statements that do not describe historical or current facts, including statements about beliefs and expectations, are forward-looking statements. These statements often include the words *believes*, *expects*, *anticipates*, *estimates*, *intends*, *plans*, *targets*, *potentially*, *probably*, *projects*, *outlook* or similar expressions or future conditional verbs such as *may*, *will*, *should*, *would* and *could*.

Such statements are based upon the current beliefs and expectations of SunTrust s management and on information currently available to management. The forward-looking statements are intended to be subject to the safe harbor provided by Section 27A of the Securities Act of 1933, as amended, or the *Securities Act*, and Section 21E of the Exchange Act. Such statements speak as of the date hereof, and SunTrust does not assume any obligation to update the statements included or incorporated by reference herein or to update the reasons why actual results could differ from those contained in such statements in light of new information or future events.

Forward-looking statements are subject to significant risks and uncertainties. Investors are cautioned against placing undue reliance on such statements. Actual results may differ materially from those set forth in the forward-looking statements. Factors that could cause actual results to differ materially from those described in the forward-looking statements can be found beginning on page 6 of SunTrust s Annual Report on Form 10-K for the year ended December 31, 2008, page 86 of SunTrust s Quarterly Report on Form 10-Q for the quarter ended March 31, 2009, and elsewhere in SunTrust s periodic reports and Current Reports filed on Form 8-K with the SEC and available at the SEC s internet site (http://www.sec.gov). Those factors include:

- difficult market conditions have adversely affected our industry;
- current levels of market volatility are unprecedented;
- the soundness of other financial institutions could adversely affect us;
- there can be no assurance that recently enacted legislation, or any proposed federal programs, will stabilize the U.S. financial system, and such legislation and programs may adversely affect us;
- the impact on us of recently enacted legislation, in particular the Emergency Economic Stabilization Act of 2008 and its implementing regulations, and actions by the Federal Deposit Insurance Corporation, cannot be predicted at this time;
- our ability to increase our common equity as a component of our Tier 1 Capital through private capital sources and other transactions that do not involve government assistance is uncertain and we could be adversely affected if we are unable to complete such transactions;
- credit risk;
- weakness in the economy and in the real estate market, including specific weakness within our geographic footprint, has adversely affected us and may continue to adversely affect us;

weakness in the real estate market, including the secondary residential mortgage loan markets, has adversely affected us and may continue to adversely affect us;

as a financial services company, adverse changes in general business or economic conditions could have a material adverse effect on our financial condition and results of operations;

Table of Contents

changes in market interest rates or capital markets could adversely affect our revenue and expense, the value of assets and obligations, and the availability and cost of capital or liquidity;

the fiscal and monetary policies of the federal government and its agencies could have a material adverse effect on our earnings;

we may be required to repurchase mortgage loans or indemnify mortgage loan purchasers as a result of breaches of representations and warranties, borrower fraud, or certain borrower defaults, which could harm our liquidity, results of operations and financial condition;

clients could pursue alternatives to bank deposits, causing us to lose a relatively inexpensive source of funding;

consumers may decide not to use banks to complete their financial transactions, which could affect net income;

we have businesses other than banking which subject us to a variety of risks;

hurricanes and other natural disasters may adversely affect loan portfolios and operations and increase the cost of doing business;

negative public opinion could damage our reputation and adversely impact our business and revenues;

we rely on other companies to provide key components of our business infrastructure;

we rely on our systems, employees and certain counterparties, and certain failures could materially adversely affect our operations;

we depend on the accuracy and completeness of information about clients and counterparties;

regulation by federal and state agencies could adversely affect our business, revenue and profit margins;

competition in the financial services industry is intense and could result in losing business or reducing margins;

future legislation could harm our competitive position;

maintaining or increasing market share depends on market acceptance and regulatory approval of new products and services;

we may not pay dividends on our common stock;

our ability to receive dividends from our subsidiaries accounts for most of our revenue and could affect our liquidity and ability to pay dividends;

significant legal actions could subject us to substantial uninsured liabilities;

recently declining values of residential real estate, increases in unemployment, and the related effects on local economics may increase our credit losses, which would negatively affect our financial results;

deteriorating credit quality, particularly in real estate loans, has adversely impacted us and may continue to adversely impact us;

disruptions in our ability to access global capital markets may negatively affect our capital resources and liquidity;

any reduction in our credit rating could increase the cost of our funding from the capital markets;

Table of Contents

we have in the past and may in the future pursue acquisitions, which could affect costs and from which we may not be able to realize anticipated benefits;

we depend on the expertise of key personnel and if these individuals leave or change their roles without effective replacements, operations may suffer;

we may not be able to hire or retain additional qualified personnel and recruiting and compensation costs may increase as a result of turnover, both of which may increase costs and reduce profitability and may adversely impact our ability to implement our business strategy;

our accounting policies and methods are critical to how we report our financial condition and results of operations, and these require us to make estimates about matters that are uncertain;

changes in our accounting policies or in accounting standards could materially affect how we report our financial results and condition;

our stock price can be volatile;

our disclosure controls and procedures may not prevent or detect all errors or acts of fraud;

our financial instruments carried at fair value expose us to certain market risks;

our revenues derived from our investment securities may be volatile and subject to a variety of risks;

we may enter into transactions with off-balance sheet affiliates or our subsidiaries; and

we are subject to market risk associated with our asset management and commercial paper conduit businesses.

Table of Contents

SUMMARY

The following information should be read together with the information contained in or incorporated by reference in other parts of this prospectus supplement and in the accompanying prospectus. It may not contain all the information that is important to you. You should carefully read this entire prospectus supplement and the accompanying prospectus, as well as the information to which we refer you and the information incorporated by reference herein, before making a decision about whether to invest in the common stock. To the extent the following information is inconsistent with the information in the accompanying prospectus, you should rely on the following information. If any statement in this prospectus supplement conflicts with any statement in a document which we have incorporated by reference, then you should consider only the statement in the more recent document. You should pay special attention to the Risk Factors section of this prospectus supplement to determine whether an investment in the common stock is appropriate for you.

SunTrust Banks, Inc.

SunTrust Banks, Inc., with total assets of $179.1 billion as of March 31, 2009, is one of the nation s largest financial services holding companies.

Through our flagship subsidiary, SunTrust Bank, we provide deposit, credit and trust and investment services. Additional subsidiaries provide mortgage banking, insurance, asset management, equipment leasing, brokerage and capital market services. SunTrust s client base encompasses a broad range of individuals and families, high-net-worth clients, businesses and institutions.

SunTrust enjoys strong market positions in some of the highest-growth markets in the United States and also serves clients in selected markets nationally. Our priorities include consistency in financial performance, quality in customer service and a strong commitment to all segments of the communities we serve.

As of March 31, 2009, SunTrust had 1,694 retail and specialized service branches and 2,673 ATMs, which are located primarily in Florida, Georgia, Maryland, North Carolina, South Carolina, Tennessee, Virginia and the District of Columbia. In addition, SunTrust provides clients with a selection of technology-based banking channels including Internet, PC and Telephone Banking. Our internet address is www.suntrust.com. Information presented on or accessed through our web site is not incorporated into, or made a part of, this prospectus supplement.

As of March 31, 2009, SunTrust had total assets under advisement of $181.1 billion. This includes $152.3 billion in trust assets as well as $28.8 billion in retail brokerage assets. SunTrust s mortgage servicing portfolio was $166.4 billion as of March 31, 2009.

See Recent Developments concerning (i) the results of the United States Treasury s Supervisory Capital Assessment Program as applied to us, including our plans for increasing common stock as a component of our capital base, which we refer to as our *Capital Plan*, (ii) the recent downgrade in the ratings of our senior debt and preferred stock, our counterparty credit ratings and the long-term deposits of SunTrust Bank, (iii) the five basis point special assessment of our assets minus Tier 1 capital completed by the Federal Deposit Insurance Corporation (the *FDIC*) and (iv) our possible future repurchase of our Series C Preferred Stock and Series D Preferred Stock, and warrants for 17,900,182 shares of our common stock, issued to the United States Treasury in connection with the Troubled Asset Relief Program Capital Purchase Program.

Our common stock is traded on the New York Stock Exchange under the ticker symbol STI. Our principal executive offices are located at SunTrust Banks, Inc., 303 Peachtree Street, NE, Atlanta, Georgia 30308. Our telephone number is 404-588-7711.

Table of Contents

Summary of the Offering

The following summary contains basic information about the common stock and the offering and is not intended to be complete. It does not contain all the information that is important to you. For a more complete understanding of the common stock, you should read the section of this prospectus supplement entitled Description of Capital Stock.

Common stock we are offering	shares
Common stock outstanding after this offering	shares[(1)(2)]
Over-allotment option	shares
Use of proceeds after expenses	We expect to receive net proceeds from this offering of approximately $ billion (or approximately $ billion if the underwriters exercise their over-allotment option in full), after expenses and underwriting commissions. We intend to use up to approximately $700 million of the net proceeds to fund our cash tender offer for up to $1.0 billion liquidation preference or amount of certain of our preferred and hybrid securities and the remainder for general corporate purposes. See Recent Developments Concurrent Tender Offer .
Risk factors	See Risk Factors and other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus for a discussion of the factors you should consider carefully before deciding to invest in shares of our common stock.
NYSE symbol	STI

(1) The number of shares of common stock outstanding immediately after the closing of this offering is based on 356,693,099 shares of common stock outstanding as of March 31, 2009.

(2) Unless otherwise indicated, the number of shares of common stock presented in this prospectus supplement excludes shares issuable pursuant to the exercise of the underwriters over-allotment option, 5,910,504 shares of common stock issuable under our stock compensation plans and the warrants for 11,891,280 and 6,008,902 shares of common stock held by the United States Treasury.

Table of Contents

RISK FACTORS

An investment in our common stock involves certain risks. You should carefully consider the risks described below, the risk factors included in our Annual Report on Form 10-K for the year ended December 31, 2008 and in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2009, and the other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus, before making an investment decision. Our business, financial condition or results of operations could be materially adversely affected by any of these risks. The trading price of our common stock could decline due to any of these risks, and you may lose all or part of your investment. This prospectus supplement also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the risks faced by us described below and elsewhere in this prospectus supplement and the accompanying prospectus.

We May Not Be Able to Raise Sufficient Private (i.e., Nongovernmental) Capital in the Amount Required or Contemplated by our Capital Plan.

We were advised by the United States Treasury in connection with the Supervisory Capital Assessment Program (the *SCAP*) that under the more-adverse-than-expected scenario we would need to adjust the composition of our Tier 1 capital resources to increase the common equity portion of Tier 1 capital by $2.16 billion. We announced the basic framework of our Capital Plan to increase our common stock as a component of our capital base on May 15, 2009 and will submit a formal Capital Plan to the United States Treasury as part of the assessment process contemplated by the SCAP prior to the June 8, 2009 deadline established with respect to the SCAP. We will have until November 9, 2009 to either (i) increase the common equity portion of our Tier 1 capital by $2.16 billion or (ii) if we are unable to consummate transactions under our Capital Plan to achieve that objective, convert a portion of our Series C Preferred Stock and Series D Preferred Stock issued to the United States Treasury under the Troubled Assets Relief Program (the *TARP*) Capital Purchase Program (the *CPP*) to mandatorily convertible preferred stock under the United States Treasury s TARP Capital Assistance Program (the *CAP*) and issue warrants to acquire additional shares of common stock to the United States Treasury under the CAP. See Recent Developments Supervisory Capital Assessment Program.

The conversion of a portion of our Series C Preferred Stock and Series D Preferred Stock to mandatorily convertible preferred stock under the CAP is likely to impose additional conditions and limitations related to executive compensation and corporate governance upon us as well as new public reporting obligations. Many of our competitors will not be subject to these restrictions and therefore may gain a competitive advantage. Furthermore, the CAP mandatory convertible preferred stock would accrue cumulative dividends at a rate of 9% per annum until their mandatory conversion to common stock after seven years or prior redemption. The annual dividend payments on $2.16 billion of CAP capital are $194.4 million. This would represent an increase in dividend payments over the current CPP rate of 5% per annum (for the first five years) of $86.4 million, which could adversely impact liquidity, limit our ability to return capital to shareholders and have a material adverse effect on us.

Additionally, converting all of or a large portion of our Series C Preferred Stock and Series D Preferred Stock issued under the CPP to mandatorily convertible preferred stock issued under the CAP could result in the United States Treasury becoming a significant shareholder of our company. Even if the United States Treasury does not control a majority of voting power, it may be able to exert significant influence on matters submitted to shareholders for approval, including the election of directors and certain transactions.

Having a significant shareholder may make some future transactions more difficult or perhaps impossible to complete without the support of such shareholder. The interests of a significant

Table of Contents

shareholder, may not coincide with our interests or the interests of other shareholders. There can be no assurance that any significant shareholder will exercise its influence in our best interests as opposed to its best interests as a significant shareholder. A significant shareholder may make it difficult to approve certain transactions even if they are supported by the other shareholders, which may have an adverse effect on the market price of our common stock.

To view the standard CAP term sheet, including a summary of the terms of the securities that the United States Treasury receives in connection with any CAP issuance, see www.financialstability.gov.

Implementation of our Capital Plan Pursuant to the SCAP Requires the Issuance of a Significant Amount of Common Stock, Which Could Result in Dilution for Holders of our Common Stock, Including Participants in this Offering.

In connection with the SCAP, we intend to adjust the composition of our Tier 1 capital by increasing the portion that is composed of Tier 1 common equity. Alternatives include both internally and externally generated capital to increase the common equity level, including through the issuance of common stock in this offering. We presently believe that we will be able to comply with the SCAP s newly introduced regulatory capital standard using internal and non-governmental sources of capital, while reducing the existing government preferred equity, subject to regulatory approval. However, no assurance can be given that we will be successful in increasing the portion of our Tier 1 capital that is composed of Tier 1 common equity by the $2.16 billion required by the United States Treasury under the SCAP.

The Price of Our Common Stock May Fluctuate Significantly, and This May Make It Difficult for You to Resell Shares of Common Stock Owned by You at Times or at Prices You Find Attractive.

The price of our common stock on the NYSE constantly changes. We expect that the market price of our common stock will continue to fluctuate and there can be no assurances about the market prices for our common stock.

Our stock price may fluctuate as a result of a variety of factors, many of which are beyond our control. These factors include:

- actual or anticipated quarterly fluctuations in our operating results and financial condition;
- changes in financial estimates or publication of research reports and recommendations by financial analysts or actions taken by rating agencies with respect to our common stock or those of other financial institutions;
- operating results that vary from the expectations of management, financial analysts and investors;
- speculation in the press or investment community generally or relating to our reputation or the financial services industry;
- strategic actions by us or our competitors, such as acquisitions, restructurings, dispositions or financings;
- actions by our current shareholders, including sales of common stock by existing shareholders and/or directors and executive officers;
- the operating and securities price performance of companies that investors consider comparable to us;
- future sales of our equity or equity-related securities;

changes in the frequency or amount of dividends or share repurchases;

- proposed or adopted regulatory changes or developments;
- anticipated or pending investigations, proceedings or litigation that involve or affect us;
- domestic and international economic factors unrelated to our performance; or
- general market conditions and, in particular, developments related to market conditions for the financial services industry.

In addition, in recent years, the stock market in general has experienced extreme price and volume fluctuations. This volatility has had a significant effect on the market price of securities issued by many companies, including for reasons unrelated to their operating performance. These broad market fluctuations may adversely affect our stock price, notwithstanding our operating results.

There May Be Future Sales or Other Dilution of Our Equity, Which May Adversely Affect the Market Price of Our Common Stock.

Except as described under the heading Underwriting below, we are not restricted from issuing additional common stock, including any securities that are convertible into or exchangeable for, or that represent the right to receive, common stock. The issuance of any additional shares of common stock or of preferred stock, convertible securities or warrants or the exercise of such securities could be substantially dilutive to shareholders of our common stock. For example, exercise of the warrants we issued to the United States Treasury in connection with our participation in the CPP would dilute the value of our common stock. Holders of our shares of common stock have no preemptive rights that entitle holders to purchase their pro rata share of any offering of shares of any class or series. The market price of our common stock could decline as a result of sales of shares of our common stock made after this offering or the perception that such sales could occur. Because our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings. Thus, our shareholders bear the risk of our future offerings reducing the market price of our common stock and diluting their stock holdings in us.

You May Not Receive Dividends on our Common Stock.

Holders of our common stock are only entitled to receive such dividends as our board of directors may declare out of funds legally available for such payments. Furthermore, holders of our common stock are subject to the prior dividend rights of any holders of our preferred stock at any time outstanding or depositary shares representing such preferred stock then outstanding. Although we have historically declared cash dividends on our common stock, we are not required to do so. On May 15, 2009, we announced our intention to reduce the quarterly dividend on our common stock from $0.10 per share to $0.01 per share, effective for the quarter ending September 30, 2009. In the future we may further reduce or eliminate our common stock dividend. This could adversely affect the market price of our common stock.

The Consent of the United States Treasury May Be Required for Us to Increase Our Common Stock Dividend.

We currently have shares of Series C Preferred Stock and Series D Preferred Stock outstanding that were issued to the United States Treasury pursuant to the CPP. Prior to November 14, 2011, unless we have redeemed the Series C and Series D Preferred Stock or the United States Treasury has transferred the Series C and Series D Preferred Stock to a third party, the consent of United States Treasury will be required for us to declare or pay any dividend or make any distribution on our common stock (other than regular quarterly cash dividends of not more than $0.77 per share of common stock) or redeem, purchase or acquire any shares of our common stock or other equity or capital securities, other than in connection with benefit plans consistent with past practice and certain other

Table of Contents

circumstances specified in the purchase agreements associated with the issuance of these shares. In addition, these limitations may extend through December 31, 2011, unless we have redeemed the Series D Preferred Stock or the United States Treasury has transferred the Series D Preferred Stock to a third party prior thereto. Additionally, if we increase our dividend above $0.54 per share per quarter prior to the tenth anniversary of our participation in the CPP and the warrants issued in connection with our Series C and Series D Preferred Stock are then outstanding, then the exercise price and the number of shares to be issued upon exercise of the warrants issued in connection with our Series C and Series D Preferred Stock will be proportionately adjusted. The amount of such adjustment will be determined by a formula and depends in part on the extent to which we raise our dividend. These provisions could result in lower dividends than we may have otherwise declared in the absence of these restrictions.

We May Not Be Able to Repurchase the Series C Preferred Stock and Series D Preferred Stock As Soon As We Desire.

We may in the future seek to repurchase our Series C Preferred Stock and Series D Preferred Stock and warrants for 17,900,182 shares of our common stock held by the United States Treasury issued to the United States Treasury under the CPP. These transactions are subject to regulatory approval. We can make no assurances as to when, or if, we will receive such approval. In addition, the United States Treasury has indicated that any participant in the SCAP assessments that desires to repay proceeds received from the CPP must have a post-repayment capital base at least consistent with the SCAP capital buffer, and must be able to demonstrate its financial strength by issuing senior unsecured debt for a term greater than five years not backed by FDIC guarantees, in amounts sufficient to demonstrate a capacity to meet funding needs independent of government guarantees. Until such time as we repurchase the Series C Preferred Stock and Series D Preferred Stock or warrants held by the United States Treasury, we will remain subject to the respective terms and conditions set forth in the agreements we entered into with the United States Treasury in connection with the issuance of these shares.

Our Results of Operations and Our Ability to Fund Dividend Payments on Our Common Stock and All Payments on Our Other Obligations Depend Upon the Results of Operations of Our Subsidiaries.

We are a separate and distinct legal entity from our banking and non-banking subsidiaries. Our principal source of funds to make payments on securities is dividends from our banking subsidiaries. Various federal and state statutes and regulations limit the amount of dividends that our banking and non-banking subsidiaries may pay to us without regulatory approval. In particular, dividend and other distributions from our bank to our holding company would require notice to or approval of the applicable regulatory authority. There can be no assurances that we would receive such approval.

In addition, if, in the opinion of the applicable regulatory authority, a bank under its jurisdiction is engaged in or is about to engage in an unsafe or unsound practice, such authority may require, after notice and hearing, that such bank cease and desist from such practice. Depending on the financial condition of our banking subsidiaries, the applicable regulatory authority might deem us to be engaged in an unsafe or unsound practice if our banking subsidiaries were to pay dividends. The Federal Reserve has issued policy statements generally requiring insured banks and bank holding companies only to pay dividends out of current operating earnings. The Federal Reserve recently released a supervisory letter advising bank holding companies, among other things, that as a general matter a bank holding company should inform the Federal Reserve and should eliminate, defer or significantly reduce its dividends if (i) the bank holding company s net income available to shareholders for the past four quarters, net of dividends previously paid during that period, is not sufficient to fully fund the dividends, (ii) the bank holding company s prospective rate of earnings is not consistent with the bank holding company s capital needs and overall current and prospective financial condition, or (iii) the bank holding company will not meet, or is in danger of not meeting, its minimum regulatory capital adequacy ratios.

Payment of dividends could also be subject to regulatory limitations if any of our banking subsidiaries became *under-capitalized* for purposes of the *prompt corrective action* regulations of the federal bank regulatory agencies that are the primary regulators of our banking subsidiaries. *Under-capitalized* is currently defined as having a total risk-based capital ratio of less than 8.0%, a Tier 1 risk-based capital ratio of less than 4.0%, or a core capital, or leverage, ratio of less than 4.0%. Throughout 2008, our banking subsidiaries were in compliance with all regulatory capital requirements and considered to be *well-capitalized*.

Furthermore, our right to participate in any distribution of assets of any of our subsidiaries upon its liquidation or otherwise, and thus your ability as a holder of the common stock to benefit indirectly from such distribution, will be subject to the prior claims of creditors of such subsidiary, except to the extent that any of our claims as a creditor of such subsidiary may be recognized. As a result, our common stock is effectively subordinated to all existing and future liabilities and obligations of our subsidiaries.

Offerings of Debt, Which Would Be Senior to Our Common Stock Upon Liquidation, and/or Preferred Equity Securities Which May Be Senior to Our Common Stock for Purposes of Dividend Distributions or Upon Liquidation, May Adversely Affect the Market Price of Our Common Stock.

We may attempt to increase our capital resources or, if our or the capital ratio of any of our banking subsidiaries falls below the required minimums, we or such banking subsidiary could be forced to raise additional capital by making additional offerings of debt or preferred equity securities, including medium-term notes, trust preferred securities, senior or subordinated notes and preferred stock. Upon liquidation, holders of our debt securities and shares of preferred stock and lenders with respect to other borrowings will receive distributions of our available assets prior to the holders of our common stock. Additional equity offerings may dilute the holdings of our existing shareholders or reduce the market price of our common stock, or both. Holders of our common stock are not entitled to preemptive rights or other protections against dilution.

Our board of directors is authorized to issue preferred stock in one or more series, to fix the number of shares in each series, and to determine the designations and preferences, limitations and relative rights of each series, including dividend rates, terms of redemption, liquidation preferences, sinking fund requirements, conversion rights, voting rights, and whether the preferred stock can be issued as a share dividend with respect to another class or series of shares, all without any vote or other action on the part of shareholders.

Additionally, holders of our common stock are subject to the prior dividend and liquidation rights of any holders of our preferred stock then outstanding.

Ratings Agencies Recently Downgraded our Securities and the Deposit Ratings of SunTrust Bank; These Downgrades and any Subsequent Downgrades Could Adversely Impact the Price and Liquidity of our Securities and Could Have an Impact on our Businesses and Results of Operations.

On April 23, 2009, SunTrust s senior debt and preferred stock ratings were downgraded to Baa1 and Ba2 from A1 and A3, respectively, by Moody s Investors Service. In addition, the long-term deposits rating of SunTrust Bank, our primary subsidiary, was lowered by Moody s Investors Service from A2 to Aa3. On April 28, 2009, SunTrust s counterparty credit ratings were downgraded to BBB+/A-2 from A/A-1 by Standard & Poor s. It is possible that the other ratings agencies rating our securities will also downgrade such securities.

Table of Contents

Where our bank subsidiaries are providing forms of credit support such as letters of credit, standby lending arrangements or other forms of credit support, a decline in short-term credit ratings may require that customers of our bank subsidiaries seek replacement credit support from a higher rated institution. We cannot predict whether customer relationships or opportunities for future relationships could be adversely affected by customers who choose to do business with a higher rated institution.

Anti-Takeover Provisions Could Negatively Impact Our Shareholders.

Certain provisions of our articles of incorporation, bylaws and Georgia law could have the effect of preventing, delaying or discouraging an attempt to obtain control of us. See Anti-takeover Provisions in the section of this prospectus supplement entitled Description of Capital Stock.

Table of Contents

RECENT DEVELOPMENTS

Supervisory Capital Assessment Program

Under the SCAP, the United States Treasury, working through and with the other primary federal regulators of banks, required the largest 19 U.S. bank holding companies to conduct forward looking capital assessments to gauge the level of capitalization of these institutions under various scenarios. During the SCAP assessments, supervisors evaluated the extent to which each of the 19 institutions would need to alter either the amount or the composition (or both) of their respective Tier 1 capital levels today to be able to comfortably exceed minimum regulatory requirements at year-end 2010 under both a baseline scenario and under a scenario assuming a more significantly adverse economic environment than is currently anticipated. The SCAP capital buffer for each institution was sized to achieve a Tier 1 risk-based ratio of at least 6% and a Tier 1 common risk-based ratio of at least 4% at the end of 2010. The SCAP s more adverse scenario represents a hypothetical scenario that involves a recession that is longer and more severe than consensus expectations and results in higher than expected credit losses, but is not a forecast of expected losses or revenues.

We participated in these assessments and, on May 7, 2009, we announced that we had been advised by the Federal Reserve that we have Tier 1 capital in excess of the amount required to be well-capitalized through the forecast period under both the baseline scenario and the more-adverse-than-expected scenario prepared by the United States Treasury.

While we are well-capitalized and expect to remain so, we were advised by the United States Treasury that under the more-adverse-than-expected scenario we would need to adjust the composition of our Tier 1 capital resources to increase the common equity portion of Tier 1 capital by $2.16 billion. The additional common equity is necessary to maintain our Tier 1 common risk-based ratio at 4% under this scenario. The 4% ratio of Tier 1 common equity to risk-weighted assets is a new regulatory standard that was introduced as part of the SCAP. Our Tier 1 common risk-based ratio was 5.8% as of December 31, 2008, in excess of the 4% requirement set forth by the Federal Reserve under its SCAP guidelines. For additional information, please see Risk Factors We May Not Be Able to Raise Sufficient Private (i.e., Nongovernmental) Capital in the Amount Required or Contemplated by our Capital Plan, included in this prospectus supplement, Item 1A. Risk Factors beginning on page 86 of our Quarterly Report on Form 10-Q for the quarter ended March 31, 2009, and our Current Report on Form 8-K, filed with the SEC on May 15, 2009.

We announced the basic framework of our Capital Plan to increase our common stock as a component of our capital base on May 15, 2009 and will submit a formal Capital Plan to the United States Treasury as part of the assessment process contemplated by SCAP. As part of our Capital Plan, we commenced an at-the-market offering of shares of our common stock having an aggregate offering price of up to $1.25 billion, indicated that we may pursue sales of selected securities and other asset dispositions and noted that we may pursue public and/or private exchanges of our outstanding preferred and hybrid securities for shares of our common stock. As of May 29, 2009, we had issued and sold approximately 17.7 million shares of common stock for a gross purchase price of approximately $260.1 million in the at-the-market offering. We do not expect to make additional sales under the at-the-market offering. In addition, concurrent with this offering, we commenced a tender offer for up to $1.0 billion in aggregate liquidation preference or amount of our issued and outstanding preferred and hybrid securities at a cash purchase price of up to $700 million which is described below under Concurrent Tender Offer. In addition, on May 15, 2009, we announced our intention to reduce our quarterly dividend on our common stock from $0.10 per share to $0.01 per share effective for the quarter ending September 30, 2009. For additional information regarding our Capital Plan and dividend, please see our Current Report on Form 8-K filed with the SEC on May 15, 2009.

Under the SCAP, we will have until November 9, 2009 to either (i) increase the common equity portion of our Tier 1 capital by $2.16 billion or (ii) if we are unable to consummate transactions under

Table of Contents

our Capital Plan to achieve that objective, convert a portion of our Series C Preferred Stock and Series D Preferred Stock issued to the United States Treasury under the CPP to mandatorily convertible preferred stock under the United States Treasury s CAP and issue warrants to acquire additional shares of common stock to the United States Treasury under the CAP.

Concurrent Tender Offer

Concurrent with this offering, we commenced a tender offer (the *Tender Offer*) for up to $1,000,000,000 in aggregate liquidation preference or amount of the issued and outstanding (i) Depositary Shares, liquidation preference $25 per share, each representing a 1/4,000th interest in a share of Perpetual Preferred Stock, Series A (the *Preferred Depositary Shares*), (ii) SunTrust Preferred Capital I 5.853% Fixed-to-Floating Rate Normal PPS, liquidation amount $1,000 per security (the *Normal PPS*), (iii) SunTrust Capital VIII 6.100% Trust Preferred Securities, liquidation amount $1,000 per security (the *SunTrust Capital VIII Preferred Securities*), (iv) SunTrust Capital I Floating Rate Preferred Securities, Series A, liquidation amount $1,000 per security (the *SunTrust Capital I Preferred Securities*) and (v) SunTrust Capital III Floating Rate Preferred Securities, Series A, liquidation amount $1,000 per security (the *SunTrust Capital III Preferred Securities* and together with the SunTrust Capital VIII Preferred Securities, the SunTrust Capital I Preferred Securities and the SunTrust Capital III Preferred Securities, the *Trust Preferred Securities* and together with the Preferred Depositary Shares and the Normal PPS, the *Securities*). Assuming that we purchase $1.0 billion in aggregate liquidation preference or amount of the Securities in the Tender Offer, the maximum aggregate cash purchase price of the Securities will be $700 million. The Tender Offer is being made on the terms and subject to the conditions described in the Offer to Purchase filed as exhibit (a)(1)(A) to SunTrust s Schedule TO, filed with the SEC on June 1, 2009 (the *Offer to Purchase*). We intend to fund the Tender Offer using a portion of the proceeds from this offering. Completion of the Tender Offer is not a condition to this offering and there can be no assurance that we will be successful in tendering for the amount of Securities sought in the Tender Offer. In addition, subject to applicable law, we may abandon or terminate the Tender Offer at any time prior to its expiration in our sole discretion. For additional information regarding the Tender Offer, please refer to the Offer to Purchase.

Ratings Downgrade

On April 23, 2009, SunTrust s senior debt and preferred stock ratings were downgraded to Baa1 and Ba2 from A1 and A3, respectively, by Moody s Investors Service. In addition, the long-term deposits rating of SunTrust Bank, our primary subsidiary, was lowered by Moody s Investors Service from A2 to Aa3. On April 28, 2009, SunTrust s counterparty credit ratings were downgraded to BBB+/A-2 from A/A-1 by Standard & Poor s. It is possible that the other ratings agencies rating our securities will also downgrade such securities.

FDIC Assessments

The FDIC has adopted a final rule, effective June 30, 2009, that will impose a five basis point special assessment on each insured depository institution s assets minus its Tier 1 capital as of June 30, 2009, subject to a cap equal to 10 basis points times the institution s assessment base for the second quarter 2009 risk-based capital assessment. The special assessment will apply to SunTrust Bank. We estimate the amount of the special assessment to be approximately $80.0 million.

Possible Repurchase of Series C and Series D Preferred Stock

We may in the future seek to repurchase all or a portion of our Series C Preferred Stock and Series D Preferred Stock and warrants for 17,900,182 shares of our common stock issued to the United States Treasury in connection with the CPP established under the EESA. Our ability to do so will be subject to regulatory approval. Further, the United States Treasury has indicated that any participant in the SCAP assessments that desires to repay proceeds received from the CPP must have a post-repayment capital base at least consistent with the SCAP capital buffer, and must be able to demonstrate its financial strength by issuing senior unsecured debt for a term greater than five years not backed by FDIC guarantees, in amounts sufficient to demonstrate a capacity to meet funding needs independent of government guarantees. There can be no assurance as to when we may repurchase any of our outstanding Series C Preferred Stock or Series D Preferred Stock or warrants held by the United States Treasury as we may be unable to meet the requirements to do so (including obtaining the necessary regulatory approvals).

Table of Contents

USE OF PROCEEDS

We expect to receive net proceeds from this offering of approximately $ billion (or approximately $ billion if the underwriters exercise their over-allotment option in full), after expenses and underwriting commissions. We intend to use up to approximately $700 million of the net proceeds to fund the Tender Offer and to use the remainder for general corporate purposes.

Table of Contents

REGULATORY CONSIDERATIONS

As a financial holding company and a bank holding company under the Bank Holding Company Act, SunTrust is subject to regulation, supervision and examination by the Federal Reserve. For a discussion of the material elements of the regulatory framework applicable to financial holding companies, bank holding companies and their subsidiaries and specific information relevant to SunTrust, please refer to SunTrust s Annual Report on Form 10-K for the fiscal year ended December 31, 2008, and the subsequent reports we file with the SEC, which are incorporated by reference in this prospectus supplement. This regulatory framework is intended primarily for the protection of depositors and the federal deposit insurance funds and not for the protection of security holders. As a result of this regulatory framework, SunTrust s earnings are affected by actions of the Federal Reserve, the FDIC, which insures the deposits of our banking subsidiaries within certain limits, and the SEC, which regulates the activities of certain subsidiaries engaged in the securities business.

SunTrust s earnings are also affected by general economic conditions, our management policies and legislative action.

In addition, there are numerous governmental requirements and regulations that affect our business activities. A change in applicable statutes, regulations or regulatory policy may have a material effect on SunTrust s business.

Depositary institutions, like SunTrust s bank subsidiaries, are also affected by various federal laws, including those relating to consumer protection and similar matters. SunTrust also has other financial services subsidiaries regulated, supervised and examined by the Federal Reserve, as well as other relevant state and federal regulatory agencies and self-regulatory organizations. SunTrust s non-bank subsidiaries may be subject to other laws and regulations of the federal government or the various states in which they are authorized to do business.

No regulatory approvals are required to effect this common stock offering.

Table of Contents

SELECTED FINANCIAL DATA

The following is selected consolidated financial data for SunTrust for the three-month periods ended March 31, 2009 and 2008 and the years ended December 31, 2008, 2007 and 2006.

The selected consolidated financial data for each of the years ended December 31, 2008, 2007 and 2006 are derived from our audited consolidated financial statements. Our consolidated financial statements for each of the two fiscal years ended December 31, 2008 and 2007 were audited by Ernst & Young LLP, an independent registered public accounting firm. Our consolidated financial statements for the fiscal year ended December 31, 2006 was audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm. The selected consolidated condensed financial data for SunTrust for the three-month periods ended March 31, 2009 and 2008 are derived from our unaudited consolidated condensed financial statements filed on a Quarterly Report on Form 10-Q for the quarter ended March 31, 2009 and, in our opinion, such financial statements reflect all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the data for those periods. Our results of operations for the three months ended March 31, 2009 may not be indicative of results that may be expected for the full fiscal year. The summary below should be read in conjunction with our unaudited consolidated condensed financial statements included in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2009 and our audited consolidated financial statements, and the related notes thereto, and the other detailed information contained in our 2008 Annual Report on Form 10-K. For more information, see the section entitled Where You Can Find More Information.

	Three Months Ended March 31		Twelve Months Ended December 31		
(Dollars in millions, except per share amounts)	**2009**	**2008**	**2008**	**2007**	**2006**
Summary of Operations					
Interest, fees, and dividend income	$ 1,729.3	$ 2,258.3	$ 8,327.4	$ 10,035.9	$ 9,792.0
Interest expense	667.2	1,118.5	3,707.7	5,316.4	5,131.6
Net interest income	1,062.1	1,139.8	4,619.7	4,719.5	4,660.4
Provision for loan losses	994.1	560.0	2,474.2	664.9	262.5
Net interest income after provision for loan losses	68.0	579.8	2,145.4	4,054.6	4,397.9
Noninterest income	1,146.5	1,057.5	4,473.5	3,428.7	3,468.4
Noninterest expense	2,177.3	1,252.2	5,879.0	5,221.1	4,879.9
Income before provision for income taxes	(962.8)	385.1	739.9	2,262.2	2,986.4
Provision for income taxes	(150.8)	91.6	(67.3)	615.5	869.0
Net income/(loss) including income attributable to noncontrolling interest	(812.0)	293.5	807.2	1,646.7	2,117.4
Net income attributable to noncontrolling interest	3.2	2.9	11.4	12.7	
Net income/(loss)	$ (815.2)	$ 290.6	$ 795.8	$ 1,634.0	$ 2,117.4
Net income/(loss) available to common shareholders	$ (875.4)	$ 281.6	$ 741.0	$ 1,593.0	$ 2,097.5
Net interest income-FTE(1)	1,093.0	1,167.8	4,737.2	4,822.2	4,748.4
Total revenue-FTE(1)	2,239.5	2,225.3	9,210.7	8,250.9	8,216.8
Net Income Per Average Common Share					
Diluted	$ (2.49)	$ 0.81	$ 2.12	$ 4.52	$ 5.78
Basic	(2.49)	0.81	2.12	4.56	5.84
Dividends declared	0.10	0.77	2.85	2.92	2.44
Market Price					
High	$ 30.18	$ 70.00	$ 70.00	$ 94.18	$ 85.64
Low	6.00	52.94	19.75	60.02	69.68

Close	11.74	55.14	29.54	62.49	84.45

Table of Contents

(Dollars in millions, except per share amounts)	Three Months Ended March 31 2009	2008	Twelve Months Ended December 31 2008	2007	2006
Selected Average Balances					
Total assets	$ 178,871.3	$ 176,916.9	$ 175,848.3	$ 177,795.5	$ 180,315.1
Earning assets	154,390.0	153,003.6	152,748.6	155,204.4	158,428.7
Loans	125,333.5	123,263.0	125,432.7	120,080.6	119,645.2
Consumer and commercial deposits	107,515.0	101,168.4	101,332.8	98,020.2	97,715.3
Total shareholders equity	22,367.9	18,178.7	18,596.3	17,808.0	17,546.7
As of March 31/December 31					
Total assets	$ 179,116.4	$ 178,986.9	$ 189,138.0	$ 179,573.9	$ 182,161.6
Earning assets	153,289.7	152,714.7	156,016.5	154,397.2	159,063.8
Loans	123,893.0	123,713.2	126,998.4	122,319.0	121,454.3
Allowance for loan and lease losses	2,735.0	1,545.3	2,351.0	1,282.5	1,044.5
Consumer and commercial deposits	112,448.7	103,432.4	105,275.7	101,870.0	99,775.9
Long-term debt	23,029.8	23,602.9	26,812.4	22,956.5	18,992.9
Total shareholders equity	21,645.6	18,548.6	22,500.8	18,169.9	17,813.6
Financial Ratios and Other Data					
Return on average total assets	(1.85)%	0.66%	0.45%	0.92%	1.17%
Return on average total assets less net unrealized securities gains(2)	(1.89)	0.72	0.05	0.81	1.17
Return on average common shareholders equity	(20.71)	6.41	4.26	9.27	12.13
Return on average realized common shareholders equity(2)	(22.08)	7.58	0.19	8.65	12.72
Net interest margin-FTE(1)	2.87	3.07	3.10	3.11	3.00
Efficiency ratio-FTE(1)	97.22	56.27	63.95	63.43	59.39
Allowance to period-end loans	2.21	1.25	1.86	1.05	0.86
Nonperforming assets to total loans plus OREO and other repossessed assets	4.21	1.87	3.49	1.35	0.49
Common dividend payout ratio	NM	95.53	134.4	64.0	41.7
Full-service banking offices	1,694	1,678	1,692	1,682	1,701
ATMs	2,673	2,509	2,582	2,507	2,569
Full-time equivalent employees	29,279	31,745	29,333	32,323	33,599
Average common shares diluted (thousands)	351,352	348,072	350,183	352,688	362,802
Average common shares basic (thousands)	351,352	346,581	348,919	349,346	359,413
Regulatory Capital Ratios					
Total average shareholders equity to total average assets	12.51%	10.28%	10.58%	10.02%	9.73%
Tier 1 capital ratio	11.02	7.23	10.87	6.93	7.72
Total risk-based capital ratio	14.15	10.97	14.04	10.30	11.11
Tier 1 leverage ratio	10.14	7.22	10.45	6.90	7.23
Reconcilement of Non-GAAP Measures					
Return on average total assets	(1.85)%	0.66%	0.45%	0.92%	1.17%
Impact of excluding net realized and unrealized securities (gains)/losses and The Coca-Cola Company dividend	(0.04)	(0.06)	(0.40)	(0.11)	
Return on average total assets less net realized and unrealized securities gains/losses and The Coca-Cola Company	(1.89)%	0.72%	0.05%	0.81%	1.17%

dividend

Return on average common shareholders equity	(20.71)%	6.41%	4.26%	9.27%	12.13%
Impact of excluding net realized and unrealized securities (gains)/losses and The Coca-Cola Company dividend	(1.37)	(1.17)	(4.07)	(0.62)	0.59
Return on average realized common shareholders equity	(22.08)%	7.58%	0.19%	8.65%	12.72%

S-15

Table of Contents

(1) We present net interest income, total revenue, net interest margin and the efficiency ratio on a fully taxable equivalent (*FTE*) basis and the three-month ratios are presented on an annualized basis. The FTE basis adjusts for the tax-favored status of income from certain loans and investments. We believe this measure to be the preferred industry measurement of net interest income and it enhances comparability of net interest income arising from taxable and tax-exempt sources.

(2) SunTrust presents a return on average assets less net unrealized gains on securities and a return on average realized common shareholders equity. The foregoing numbers reflect primarily adjustments to remove the effects of our securities portfolio which includes the ownership by us of shares of The Coca-Cola Company. We use this information internally to gauge our actual performance in the industry. We believe that the return on average assets less the net unrealized securities gains and the return on average realized common shareholders equity are more indicative of our performance because they more accurately reflect returns that are related to our core businesses which are primarily customer relationship and customer transaction driven. The return on average assets less net unrealized gains on securities is computed by dividing annualized net income, excluding securities gains/losses and The Coca-Cola Company dividend, by average assets less net unrealized securities gains. The return on average realized common shareholders equity is computed by dividing annualized net income available to common shareholders excluding net securities gains/losses and The Coca-Cola Company dividend by average realized common shareholders equity.

UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following selected unaudited pro forma financial information has been presented to give effect to and show the pro forma impact on our balance sheet as of March 31, 2009, as well as on our earnings for the fiscal year ended December 31, 2008 and the three-month period ended March 31, 2009, of (i) the sale and issuance of approximately 17.7 million shares of common stock in our at-the-market common stock offering for a gross purchase price equal to approximately $260.1 million (representing the number of shares sold and aggregate purchase price received as of May 29, 2009), (ii) the purchase of up to $1.0 billion aggregate liquidation preference or amount of the Securities pursuant to the Tender Offer (the *Maximum Tender Amount*) for a gross purchase price of $700 million and (iii) the sale and issuance of approximately 106.3 million shares of common stock in this offering at an assumed offering price of $13.17 per share for a gross purchase price of approximately $1.4 billion. Completion of the Tender Offer is not a condition to this offering and there can be no assurance that we will be successful in purchasing any of the Securities sought in the Tender Offer.

The unaudited pro forma financial information is presented for illustrative purposes only and does not necessarily indicate the financial position or results that would have been realized had we (i) purchased Securities pursuant to the Tender Offer and (ii) completed this offering, in each case, as of the dates indicated, or that will be realized in the future when and if we issue and sell shares in this offering and consummate the Tender Offer. In addition, the unaudited pro forma financial information assumes that (i) we do not sell additional shares in our at-the-market offering and (ii) all Securities acquired in the Tender Offer are retired on the date of settlement of the offering. The selected unaudited pro forma financial information has been derived from, and should be read in conjunction with, our summary historical consolidated financial information included elsewhere in this document and our historical consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2008 and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2009 filed with the SEC, which are incorporated by reference into this prospectus supplement.

Unaudited Pro Forma Balance Sheets

Our unaudited pro forma condensed consolidated balance sheets as of March 31, 2009 have been presented as if we had (i) issued and sold approximately 17.7 million shares of common stock in our at-the-market common stock offering for a gross purchase price equal to approximately $260.1 million, (ii) purchased up to the Maximum Tender Amount of the Securities pursuant to the Tender Offer for a gross purchase price of $700 million and (iii) issued and sold approximately 106.3 million shares of common stock in this offering at an assumed offering price of $13.17 per share for a gross purchase price of approximately $1.4 billion, in each case, on March 31, 2009. With respect to the Tender Offer, we have shown the pro forma impact of a High Participation Scenario and a Low Participation Scenario using the assumptions set forth below. The High Participation Scenario assumes that we purchase the following amounts of the Securities for cash in the Tender Offer: (i) 100% of the issued and outstanding Preferred Depositary Shares ($500 million aggregate liquidation preference), (ii) 100% of the issued and outstanding Normal PPS ($500 million aggregate liquidation amount), (iii) none of the issued and outstanding SunTrust Capital VIII Preferred Securities, (iv) none of the issued and outstanding SunTrust Capital I Preferred Securities and (v) none of the issued and outstanding SunTrust Capital III Preferred Securities. The Low Participation Scenario assumes that we purchase the following amounts of the Securities for cash in the Tender Offer: (i) 50% of the issued and outstanding Preferred Depositary Shares ($250 million aggregate liquidation preference), (ii) 50% of the issued and outstanding Normal PPS ($250 million aggregate liquidation amount), (iii) 50% of the issued and outstanding SunTrust Capital VIII Preferred Securities ($500 million aggregate liquidation amount), (iv) none of the issued and outstanding SunTrust Capital I Preferred Securities and (v) none of the issued and outstanding SunTrust Capital III Preferred Securities.

Table of Contents

CONDENSED PRO FORMA CONSOLIDATED BALANCE SHEETS

HIGH PARTICIPATION SCENARIO

	As Reported March 31, 2009	Tender Offer Adjustments(1)	Common Stock Offering Adjustments(1)(2)	Pro Forma March 31, 2009
		(Dollars in thousands)		
Assets				
Cash and due from banks	$ 5,825,730	$ (700,000)(3)	$ 1,615,539	$ 6,741,269
Interest-bearing deposits in other banks	25,282			25,282
Funds sold and securities purchased under agreements to resell	1,209,987			1,209,987
Cash and cash equivalents	7,060,999	(700,000)	1,615,539	7,976,538
Trading assets	7,397,338			7,397,338
Securities available for sale	19,485,406			19,485,406
Loans held for sale	6,954,038			6,954,038
Loans	123,892,966			123,892,966
Allowance for loan and lease losses	(2,735,000)			(2,735,000)
Net loans	121,157,966			121,157,966
Premises and equipment	1,546,600			1,546,600
Goodwill	6,309,431			6,309,431
Other intangible assets	1,103,333			