

SUNTRUST BANKS INC
Form 4
December 20, 2006

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 *
Farnsworth Thomas C Jr

(Last) (First) (Middle)
5335 DISTRIPLEX FARMS DRIVE
(Street)

MEMPHIS, TN 38141

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/18/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
Common Stock				(A) or (D) Price	507,366	D	
Common Stock				(A) or (D) Price	247	I	Spouse
Common Stock				(A) or (D) Price	1,200	D ⁽¹⁾	

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

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SEC 1474
(9-02)

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)																							
						<table border="1"> <thead> <tr> <th>Date Exercisable</th> <th>Expiration Date</th> <th>Title</th> <th>Amount Number Shares</th> </tr> </thead> <tbody> <tr> <td>04/25/2001</td> <td>04/25/2011</td> <td>Common Stock</td> <td>1,773</td> </tr> <tr> <td>04/24/2002</td> <td>04/24/2012</td> <td>Common Stock</td> <td>1,473</td> </tr> <tr> <td>04/23/2003</td> <td>04/23/2013</td> <td>Common Stock</td> <td>2,489</td> </tr> <tr> <td>08/18/2004</td> <td>04/25/2011</td> <td>Common Stock</td> <td>431</td> </tr> <tr> <td>(4)</td> <td>(4)</td> <td>Common Stock</td> <td>17,661</td> </tr> </tbody> </table>	Date Exercisable	Expiration Date	Title	Amount Number Shares	04/25/2001	04/25/2011	Common Stock	1,773	04/24/2002	04/24/2012	Common Stock	1,473	04/23/2003	04/23/2013	Common Stock	2,489	08/18/2004	04/25/2011	Common Stock	431	(4)	(4)	Common Stock	17,661
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(4)	(4)	Common Stock	17,661																											
Option ⁽²⁾	\$ 49.34																													
Option ⁽²⁾	\$ 56.11																													
Option ⁽²⁾	\$ 40.99																													
Option ⁽³⁾	\$ 67.64																													
Phantom Stock Units ⁽⁴⁾	⁽⁴⁾	12/18/2006		A	17.6616	⁽⁴⁾ ⁽⁴⁾	Common Stock 17,661																							

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Farnsworth Thomas C Jr 5335 DISTRIPLEX FARMS DRIVE MEMPHIS, TN 38141		X		

Signatures

David A. Wisniewski, Attorney-in-Fact for Thomas C. Farnsworth, Jr.	12/19/2006
**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) Restricted stock held under SunTrust Banks, Inc. 2004 Stock Plan. The plan is exempt under Rule 16(b)-3.
- (2) Granted pursuant to the National Commerce Financial Corporation Amended and Restated Long-Term Incentive Plan.
- (3) Granted pursuant to the National Commerce Financial Corporation 2003 Stock and Incentive Plan.
- (4) The phantom stock units were accrued under the SunTrust Banks, Inc. Directors Deferred Compensation Plan and are to be settled upon the reporting person's retirement. Directors fees are deferred into this plan and are accounted for as if invested in SunTrust common stock. These phantom stock units convert to common stock on a one-for-one basis. Includes additional shares acquired as a result of

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reinvestment of dividends since the reporting person's last filing.

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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