SUNTRUST BANKS INC
Form 4
June 20, 2006

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
GARROTT THOMAS M

(Last) (First) (Middle)

ONE COMMERCE SQUARE, FOURTH FLOOR

(Street)

MEMPHIS, TN 38150

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/29/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/29/2006		J(1)	V	6,282	D	$ 74.3	219,181	D	
Common Stock	03/29/2006		J(2)	V	6,282	A	$ 74.3	6,282	I	Thomas M. Garrott 2005-1 GRAT
Common Stock	05/05/2006		J(3)	V	72,570	D	$ 76.65	146,611	D	
Common Stock	05/05/2006		J(4)	V	72,570	A	$ 76.65	78,852	I	Thomas M. Garrott 2005-1

				GRAT
Common Stock		54,731.973	I	401(k) (5)
Common Stock		21,291	I	Investment I, LP
Common Stock		134,582	I	Investment II, LP
Common Stock		59,007	I	Children (6)
Common Stock		488,635	I	Garrott 2005 Investments, LTD (7)

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (8)	$ 48.33							10/01/2004	01/14/2013	Common Stock	2,069
Option (8)	$ 52.09							10/01/2004	01/15/2012	Common Stock	1,919
Option (8)	$ 48.33							01/14/2004	01/14/2013	Common Stock	120,418
Option (8)	$ 52.09							01/15/2003	01/15/2012	Common Stock	120,568
Option (9)	$ 49.97							01/16/2002	01/16/2011	Common Stock	59,089
	$ 56.17							10/01/2004	01/21/2014		122,488

Option (10)					Common Stock	
Option (11)	$ 73.14		02/08/2008	02/08/2015	Common Stock	122,488
Option (11)	$ 71.03		02/14/2009	02/14/2016	Common Stock	122,488
Phantom Stock Units (12)	(12)		(12)	(12)	Common Stock	30,615.1789

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GARROTT THOMAS M ONE COMMERCE SQUARE FOURTH FLOOR MEMPHIS, TN 38150	X			

Signatures

David A. Wisniewski, Attorney-in-Fact for Thomas M. Garrott	06/20/2006
**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) On March 29, 2006, the reporting person contributed 6,282 shares of STI common stock to the Thomas M. Garrott 2005-1 Grantor Retained Annuity Trust

(2) On March 29, 2006, the Thomas M. Garrott 2005-1 Grantor Retained Annuity Trust distributed $466,752.60 to the reporting person.

(3) On May 5, 2006, the reporting person contributed 72,570 shares of STI common stock to the Thomas M. Garrott 2005-1 Grantor Retained Annuity Trust.

(4) On May 5, 2006, the Thomas M. Garrott 2005-1 Grantor Retained Annuity Trust distributed $5,562,490.50 to the reporting person.

(5) Acquired under the National Commerce Financial Corporation Investment Plan, which was frozen 12/31/04, and merged into the SunTrust Banks, Inc. 401 (k) Plan on 7/1/05. Because the stock fund component of the 401 (k) Plan is accounted for in unit accounting, the number of share equivalents varies based on the closing price of SunTrust stock on the applicable measurement date.

(6) Held in trust for children.

(7) Garrott 2005 Investments LTD with respect to which the Reporting Person serves as general partner.

(8) Granted pursuant to the National Commerce Financial Corporation Amended and Restated Long-Term Incentive Plan.

(9) Granted pursuant to the National Commerce Financial Corporation 1994 Stock Plan Amended and Restated.

(10) Granted pursuant to the National Commerce Financial Corporation 2003 Stock and Incentive Plan.

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

(12) Acquired under the National Commerce Financial Corporation Equity Investment Plan, which was frozen 12/31/04, and under the SunTrust Banks, Inc. 401(k) Excess Benefit Plan. These phantom stock units convert to common stock on a one-for-one basis.

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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Explanation of Responses: