

SUNTRUST BANKS INC
 Form 4
 May 01, 2008

FORM 4

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

OMB APPROVAL

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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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 5865 RIDGEWAY CENTER
 PARKWAY, SUITE 315

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/08/2008

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MEMPHIS, TN 38120

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					508,686	D ⁽¹⁾	
Common Stock					247	I	Spouse

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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 Number Shares
Option ⁽²⁾	\$ 49.34					04/25/2001 04/25/2011	Common Stock 1,773
Option ⁽²⁾	\$ 56.11					04/24/2002 04/24/2012	Common Stock 1,473
Option ⁽²⁾	\$ 40.99					04/23/2003 04/23/2013	Common Stock 2,489
Option ⁽³⁾	\$ 67.64					08/18/2004 04/25/2011	Common Stock 431
Phantom Stock Units ⁽⁴⁾	⁽⁴⁾	04/29/2008		A	53.3523	⁽⁴⁾ ⁽⁴⁾	Common Stock 53.352

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Farnsworth Thomas C Jr
 5865 RIDGEWAY CENTER PARKWAY
 SUITE 315
 MEMPHIS, TN 38120

X

Signatures

David A. Wisniewski, Attorney-in-Fact for Thomas C. Farnsworth, Jr.

05/01/2008

⁽⁴⁾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) Includes 1,200 shares of Restricted Stock which vested on April 17, 2008.

(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.

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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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