

Fortin Raymond D
Form 4
February 18, 2009

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 *
Fortin Raymond D

(Last) (First) (Middle)
303 PEACHTREE STREET
(Street)

ATLANTA, GA 30308

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Corp. EVP & General Counsel

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/14/2009		A	5,321 A \$ 8.72	24,585	D ⁽¹⁾	
Common Stock	02/13/2009		F	2,057 D \$ 8.72	22,528	D	
Common Stock					2,991.17	I	401(k) ⁽²⁾
Common Stock					45,976	I	Restricted Stock ⁽³⁾

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

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(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 or Number of Shares
Phantom Stock Units ⁽⁴⁾	⁽⁴⁾					⁽⁴⁾	⁽⁴⁾	Common Stock	1,466.6495
Option ⁽⁵⁾	\$ 70.8125					11/10/2001	11/10/2008	Common Stock	1,400
Option ⁽⁵⁾	\$ 73.0625					11/09/2002	11/09/2009	Common Stock	5,000
Option ⁽⁶⁾	\$ 51.125					11/14/2003	11/14/2010	Common Stock	8,050
Option ⁽⁶⁾	\$ 64.57					11/13/2004	11/13/2011	Common Stock	10,955
Option ⁽⁶⁾	\$ 54.28					02/11/2006	02/11/2013	Common Stock	13,158
Option ⁽⁶⁾	\$ 73.19					02/10/2007	02/10/2014	Common Stock	15,000
Option ⁽⁷⁾	\$ 73.14					02/08/2008	02/08/2015	Common Stock	18,000
Option ⁽⁷⁾	\$ 71.03					02/14/2009	02/14/2016	Common Stock	20,000
Option ⁽⁷⁾	\$ 85.06					02/13/2010	02/13/2017	Common Stock	18,000
Option ⁽⁷⁾	\$ 64.58					02/12/2011	02/12/2018	Common Stock	33,500
Option ⁽⁷⁾	\$ 9.06					02/10/2012	02/10/2019	Common Stock	183,273

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fortin Raymond D 303 PEACHTREE STREET ATLANTA, GA 30308			Corp. EVP & General Counsel	

Signatures

David A. Wisniewski, Attorney-in-Fact for Raymond D. Fortin	02/18/2009
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__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 5,321 shares of restricted stock which vested on 02/14/2009.

(2) Because the stock fund component of the 401(k) 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.

(3) Restricted stock held under 1986 SunTrust Executive Stock Plan, 1995 SunTrust Executive Stock Plan, SunTrust Banks, Inc. 2000 Stock Plan and SunTrust Banks, Inc. 2004 Stock Plan. Subject to certain vesting conditions. Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. All plans are exempt under Rule 16(b)-3. Includes 3,809 shares of restricted stock which vest on 2/13/2010 and 25,100 shares which vest on 02/10/2012.

(4) The reported phantom stock units were acquired under SunTrust Banks, Inc.'s 401(k) excess benefit plan. These phantom stock units convert to common stock on a one-for-one basis.

(5) Granted pursuant to the 1995 SunTrust Executive Stock Plan.

(6) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.

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

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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