

SHUFELDT R CHARLES  
Form 4  
May 23, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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 \*  
SHUFELDT R CHARLES

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)  
303 PEACHTREE STREET  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
05/22/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Corporate Exec. Vice President

ATLANTA, GA 30308  
  
(City) (State) (Zip)

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

**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                    | 05/22/2007                           |  | S                              | 2,417 D \$ 90.4175  | 29,761  | D  |   |
| Common Stock                    | 05/22/2007                           |  | S                              | 2,151 D \$ 90.4   | 27,610  | D  |   |
| Common Stock                    |                                      |  |                                |   | 7,787   | I  | Spouse  |
| Common Stock                    |                                      |  |                                |   | 1,171.054   | I  | 401(k) <sup>(1)</sup>                                 |
| Common Stock                    |                                      |  |                                |   | 22,800  | I  | Restricted Stock <sup>(2)</sup>                       |

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

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Phantom Stock Units <sup>(3)</sup>         | <sup>(3)</sup>   |                                      |  |                                |   | <sup>(3)</sup> <sup>(3)</sup>                            | Common Stock  | 1,087.922                     |
| Option <sup>(4)</sup>                      | \$ 73.0625   |                                      |  |                                |   | 11/09/2002    11/09/2009                                 | Common Stock  | 5,000                         |
| Option <sup>(5)</sup>                      | \$ 51.125  |                                      |  |                                |   | 11/14/2003    11/14/2010                                 | Common Stock  | 7,400                         |
| Option <sup>(5)</sup>                      | \$ 64.57   |                                      |  |                                |   | 11/13/2004    11/13/2011                                 | Common Stock  | 8,455                         |
| Option <sup>(5)</sup>                      | \$ 61.54   |                                      |  |                                |   | 02/01/2005    02/01/2012                                 | Common Stock  | 5,376                         |
| Option <sup>(5)</sup>                      | \$ 54.28   |                                      |  |                                |   | 02/11/2006    02/11/2013                                 | Common Stock  | 10,158                        |
| Option <sup>(5)</sup>                      | \$ 73.19   |                                      |  |                                |   | 02/10/2007    02/10/2014                                 | Common Stock  | 18,000                        |
| Option <sup>(6)</sup>                      | \$ 73.14   |                                      |  |                                |   | 02/08/2008    02/08/2015                                 | Common Stock  | 18,000                        |
| Option <sup>(6)</sup>                      | \$ 71.03   |                                      |  |                                |   | 02/14/2009    02/14/2016                                 | Common Stock  | 18,000                        |
| Option <sup>(6)</sup>                      | \$ 85.06   |                                      |  |                                |   | 02/13/2010    02/13/2017                                 | Common Stock  | 18,000                        |

