#### SUNTRUST BANKS INC

Form 4

January 06, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287 January 31, Expires:

0.5

**OMB APPROVAL** 

2005 Estimated average burden hours per

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

PRINCE LARRY L			2. Issuer Name and Ticker or Trading Symbol SUNTRUST BANKS INC [STI]				S. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) (First) (Middle)			3. Date of Earliest Transaction				(Check an applicable)		
			(Month/Da	av/Year)			_X_ Director	109	6 Owner
2999 CIRCLE 75 PARKWAY  (Street)			01/02/2009  4. If Amendment, Date Original				Officer (give title below)  Other (specify below)		
							6. Individual or Joint/Group Filing(Check		
ATLANTA,	GA 30339		Filed(Mon	th/Day/Year)			Applicable Line) _X_ Form filed by Form filed by Person	One Reporting Po	
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecurities Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date	e 2A. Deen	ned	3.	4. Securit	ies	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution	Execution Date, if		* ` ´			Form: Direct	Indirect
(Instr. 3)		any	. 157	Code	Disposed	` /	Beneficially	(D) or	Beneficial
		(Month/L	Day/Year)	(Instr. 8)	(Instr. 3,	4 and 5)	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
						(A)	Reported Transaction(s)	(IIISU: 4)	(IIISU: 4)
				Code V	Amount	or (D) Price	(Instr. 3 and 4)		
Common Stock							2,000	D	
Stock									
Common Stock							1,090	I	Spouse

(e.g., puts, calls, warrants, options, convertible securities)

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

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### Edgar Filing: SUNTRUST BANKS INC - Form 4

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 Disposed of (Instr. 3, 4, a 5)	) or (D)	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	Amoun Numbe Shares
Phantom Stock Units (1)	<u>(1)</u>	01/02/2009		A	376.0027		<u>(1)</u>	<u>(1)</u>	Common Stock	376.
Option (2)	\$ 51.125						11/14/2000	11/14/2010	Common Stock	2,0
Option (2)	\$ 64.57						11/13/2001	11/13/2011	Common Stock	2,0
Option (2)	\$ 54.28						02/11/2003	02/11/2013	Common Stock	2,0
Phantom Stock (3)	<u>(3)</u>						(3)	(3)	Common Stock	6,808

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
PRINCE LARRY L 2999 CIRCLE 75 PARKWAY ATLANTA, GA 30339	X					

### **Signatures**

David A. Wisniewski, Attorney-in-Fact for Larry L.

Prince

01/06/2009

\*\*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).
- 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.
- (2) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (3) Restricted stock units granted under the SunTrust Banks, Inc. 2004 Stock Plan. Payments commence following the reporting person's departure from the Board of Directors of SunTrust Banks, Inc. These securities 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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