

GARROTT THOMAS M  
Form 4  
February 24, 2006

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

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

(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)  
02/14/2006

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                           | 54,232.06                                                                                                          | I                                                                    | 401(k) <sup>(1)</sup>                                             |
| Common<br>Stock                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                           | 21,291                                                                                                             | I                                                                    | Investment<br>I, LP                                               |
| Common<br>Stock                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                           | 134,582                                                                                                            | I                                                                    | Investment<br>II, LP                                              |
| Common<br>Stock                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                           | 99,007                                                                                                             | I                                                                    | Children <sup>(2)</sup>                                           |
| Common<br>Stock                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                           | 561,219                                                                                                            | I                                                                    | Trust <sup>(3)</sup>                                              |

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Common Stock 225,463 I Trust <sup>(4)</sup>

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 Number Shares                                    |
| Option <sup>(5)</sup>                      | \$ 48.33                                               |                                      |                                                    |                                |                                                                                         | 10/01/2004 01/14/2013                                    | Common Stock 2,0                                              |
| Option <sup>(5)</sup>                      | \$ 52.09                                               |                                      |                                                    |                                |                                                                                         | 10/01/2004 01/15/2012                                    | Common Stock 1,9                                              |
| Option <sup>(5)</sup>                      | \$ 48.33                                               |                                      |                                                    |                                |                                                                                         | 01/14/2004 01/14/2013                                    | Common Stock 120,                                             |
| Option <sup>(5)</sup>                      | \$ 52.09                                               |                                      |                                                    |                                |                                                                                         | 01/15/2003 01/15/2012                                    | Common Stock 120,                                             |
| Option <sup>(6)</sup>                      | \$ 49.97                                               |                                      |                                                    |                                |                                                                                         | 01/16/2002 01/16/2011                                    | Common Stock 59,0                                             |
| Option <sup>(7)</sup>                      | \$ 56.17                                               |                                      |                                                    |                                |                                                                                         | 10/01/2004 01/21/2014                                    | Common Stock 122,                                             |
| Option <sup>(8)</sup>                      | \$ 73.14                                               |                                      |                                                    |                                |                                                                                         | 02/08/2008 02/08/2015                                    | Common Stock 122,                                             |
| Option <sup>(8)</sup>                      | \$ 71.03                                               | 02/14/2006                           |                                                    | A                              | 122,488                                                                                 | 02/14/2009 02/14/2016                                    | Common Stock 122,                                             |
| Phantom Stock Units <sup>(9)</sup>         | <sup>(9)</sup>                                         |                                      |                                                    |                                |                                                                                         | <sup>(9)</sup> <sup>(9)</sup>                            | Common Stock 30,349                                           |

## 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

Raymond D. Fortin, Attorney-in-Fact for Thomas M.  
Garrott

02/24/2006

\_\_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).
- Acquired under the National Commerce Financial Corporation Investment Plan, which was frozen 12/31/04, and merged into the
- (1) 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.
  - (2) Held in trust for children.
  - (3) Garrott 2005 Investments LTD with respect to which the Reporting Person serves as general partner.
  - (4) Thomas M. Garrott 2003 Trust with respect to which the Reporting Person is the grantor and a beneficiary.
  - (5) Granted pursuant to the National Commerce Financial Corporation Amended and Restated Long-Term Incentive Plan.
  - (6) Granted pursuant to the National Commerce Financial Corporation 1994 Stock Plan Amended and Restated.
  - (7) Granted pursuant to the National Commerce Financial Corporation 2003 Stock and Incentive Plan.
  - (8) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
  - (9) Acquired under the National Commerce Financial Corporation Equity Investment Plan, which was frozen 12/31/04. 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.  
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