STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

SUNTRUST BANKS INC

Form 4

December 11, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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

Check this box

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 may continue.

See Instruction 1(b).

obligations

(Print or Type Responses)

| 1. Name and Address of Reporting Person ** REED WILLIAM R 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) | 3. Date of Earliest Transaction | | | | | | | | | |
| 303 PEACHTREE STREET | | | (Month/Day/Year) 12/05/2006 | | | | | | Director 10% Owner _X_ Officer (give title Other (specify below) Vice Chairman | | | |
| | 4. If Amer | 4. If Amendment, Date Original | | | | | 6. Individual or Joint/Group Filing(Check | | | | | |
| | Filed(Mon | Filed(Month/Day/Year) | | | | | | Applicable Line) _X_ Form filed by One Reporting Person | | | | |
| ATLANTA, GA 30308 | | | | | | | | | Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | Table | e I - Noi | n-De | rivative S | ecuri | ties Ac | quired, Disposed | of, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Dat (Month/Day/Year) |) Execution | emed on Date, if /Day/Year) | 3. Transa Code (Instr. | 8) | 4. Securi nAcquired Disposed (Instr. 3, | (A) of (D) 4 and (A) or |)) | 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) | |
| Common Stock | 12/05/2006 | | | G | V | 2,000 | D | <u>(1)</u> | 30,393 | D | | |
| Common Stock | | | | | | | | | 30,051.077 | I | 401(k) (2) | |
| Common Stock | | | | | | | | | 124,200 | 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 SEC 1474 | | | | | | | | | EC 1474 | | | |

information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

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number.

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) | Code of | | | e | 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 |
| Option (3) | \$ 48.33 | | | | | 10/01/2004 | 01/14/2013 | Common Stock | 2,069 |
| Option (3) | \$ 52.09 | | | | | 10/01/2004 | 01/15/2012 | Common Stock | 1,919 |
| Option (3) | \$ 48.33 | | | | | 01/14/2004 | 01/14/2013 | Common Stock | 24,347 |
| Option (3) | \$ 52.09 | | | | | 01/15/2003 | 01/15/2012 | Common Stock | 36,157 |
| Option (4) | \$ 49.97 | | | | | 01/16/2002 | 01/16/2011 | Common Stock | 19,168 |
| Option (4) | \$ 31.93 | | | | | 07/05/2001 | 07/05/2010 | Common Stock | 49,530 |
| Option (4) | \$ 35.84 | | | | | 01/14/1999 | 01/14/2009 | Common Stock | 12,383 |
| Option (5) | \$ 56.17 | | | | | 10/01/2004 | 01/21/2014 | Common Stock | 49,926 |
| Option (6) | \$ 71.24 | | | | | 10/01/2007 | 10/01/2014 | Common Stock | 100,000 |
| Option (6) | \$ 71.03 | | | | | 02/14/2009 | 02/14/2016 | Common Stock | 47,734 |
| Phantom Stock Units (7) | <u>(7)</u> | | | | | <u>(7)</u> | <u>(7)</u> | Common Stock | 1,306.639 |
| Phantom Stock Units (8) | <u>(8)</u> | | | | | <u>(8)</u> | <u>(8)</u> | Common Stock | 53.4414 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

REED WILLIAM R JR 303 PEACHTREE STREET ATLANTA, GA 30308

Vice Chairman

Signatures

David A. Wisniewski, Attorney-in-Fact for William R. Reed, Jr.

12/11/2006

**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).
- (1) This transaction is a gift.
- Acquired under the National Commerce Financial Corporation Investment Plan, which was frozen on 12/31/04, and merged into the SunTrust Banks, Inc. 401(k) Plan on July 1, 2005. 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.
- (3) Granted pursuant to the National Commerce Financial Corporation Amended and Restated Long-Term Incentive Plan.
- (4) Granted pursuant to the National Commerce Financial Corporation 1994 Stock Plan, Amended and Restated.
- (5) Granted pursuant to the National Commerce Financial Corporation 2003 Stock and Incentive Plan.
- (6) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
- (7) Acquired under the National Commerce Bancorporation Deferred Compensation Plan, which is a frozen plan. These phantom stock units convert to common stock on a one-for-one basis. Payouts occur annually in January, ending in 2009.
- (8) 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.

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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