Farnsworth Thomas C Jr Form 4 April 04, 2007

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

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

may continue. See Instruction 1(b).

obligations

(Print or Type Responses)

(Last)

(City)

Stock

1. Name and Address of Reporting Person
Farnsworth Thomas C. Ir

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

SUNTRUST BANKS INC [STI]

(Check all applicable)

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5865 RIDGEWAY CENTER

(First)

(Street)

(State)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 04/02/2007

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

PARKWAY, SUITE 315

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

MEMPHIS, TN 38120

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1.Title of	2. Transaction Date		3.	4. Securit			5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Code	onAcquired	` ′		Securities Beneficially	Form: Direct (D) or	Indirect Beneficial
(Instr. 3)		any (Month/Day/Year)	(Instr. 8)	Disposed (Instr. 3,	,	·	Owned	Indirect (I)	Ownership
		(Month/Day/Tear)	(msu. o)	(msu. 5,	+ and	3)	Following	(Instr. 4)	(Instr. 4)
							Reported	(mstr. 1)	(Instr. 1)
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common			Coue v	Amount	(D)	Titte			
Common							507,366	D	
Stock									
Common							2.47	T	C
Stock							247	I	Spouse
Common							1,200	D (1)	
Stoolz							,		

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

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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)	4. Transaction Code (Instr. 8)	Derivative Expiration Date		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and	Securities
					Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
(Option (2)	\$ 49.34						04/25/2001	04/25/2011	Common Stock	1,77
(Option (2)	\$ 56.11						04/24/2002	04/24/2012	Common Stock	1,47
(Option (2)	\$ 40.99						04/23/2003	04/23/2013	Common Stock	2,48
(Option (3)	\$ 67.64						08/18/2004	04/25/2011	Common Stock	43
,	Phantom Stock Units (4)	<u>(4)</u>	04/02/2007		A	138.8375		<u>(4)</u>	<u>(4)</u>	Common Stock	138.8

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Farnsworth Thomas C Jr 5865 RIDGEWAY CENTER PARKWAY SUITE 315 MEMPHIS, TN 38120	X						

Signatures

David A. Wisniewski, Attorney-in-Fact for Thomas C. 64/04/2007 Farnsworth, Jr.

**Signature of Reporting Person

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).
- $\textbf{(1)} \quad \text{Restricted stock held under SunTrust Banks, Inc. 2004 Stock Plan. The plan is exempt under Rule 16(b)-3.}$
- (2) Granted pursuant to the National Commerce Financial Corporation Amended and Restated Long-Term Incentive Plan.

Reporting Owners 2

Date

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- (3) Granted pursuant to the National Commerce Financial Corporation 2003 Stock and Incentive Plan.
 - The phantom stock units were accrued under the SunTrust Banks, Inc. Directors Deferred Compensation Plan and are to be settled upon
- (4) 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.

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.