WELLS JAMES M III

Form 4

August 23, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

5. Relationship of Reporting Person(s) to

3235-0287

January 31, Expires:

2005 Estimated average 0.5

OMB APPROVAL

burden hours per response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

See Instruction

WELLS JAMES M III			Symbol SUNTRUST BANKS INC [STI]				ΓI]	Issuer			
(Last) (First) (Middle) 303 PEACHTREE STREET			3. Date of Earliest Transaction (Month/Day/Year) 08/22/2007				-	(Check all applicable) _X_ Director 10% Owner _X_ Officer (give title Other (specify below) President & CEO			
ATLANTA,	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 Person					
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution	med on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	08/22/2007			M	1,838	A	\$ 54.39	144,770	D		
Common Stock	08/22/2007			M	5,162	A	\$ 54.39	149,932	D		
Common Stock								12,267	I	Spouse	
Common Stock								1,131.143	I	401(k) (1)	

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

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	Transaction Derivative Code Securities		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 or Number of Shares
Phantom Stock Units (2)	(2)						<u>(2)</u>	(2)	Common Stock	2,884.12
Option	\$ 54.39	08/22/2007		M		1,838	07/20/1998	01/22/2008	Common Stock	1,838
Option	\$ 54.39	08/22/2007		M		5,162	07/20/1998	01/22/2008	Common Stock	26,290
Option	\$ 76.5						12/31/2001	12/31/2008	Common Stock	90,000
Option (3)	\$ 73.0625						12/31/2001	11/09/2009	Common Stock	15,000
Option (4)	\$ 50.5						03/06/2003	03/06/2010	Common Stock	24,000
Option (4)	\$ 50.5						03/06/2005	03/06/2010	Common Stock	16,000
Option (4)	\$ 51.125						12/31/2001	11/14/2010	Common Stock	15,000
Option (4)	\$ 51.125						11/14/2003	11/14/2010	Common Stock	35,000
Option (4)	\$ 64.57						12/31/2001	11/13/2011	Common Stock	15,000
Option (4)	\$ 64.57						11/13/2004	11/13/2011	Common Stock	60,000
Option (4)	\$ 54.28						02/11/2006	02/11/2013	Common Stock	100,000
Option (4)	\$ 73.19						02/10/2007	02/10/2014		100,000

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				Common Stock	
Option (5)	\$ 73.14	02/08/2008	02/08/2015	Common Stock	60,000
Option (5)	\$ 71.03	02/14/2009	02/14/2016	Common Stock	100,000
Option (5)	\$ 85.06	02/13/2010	02/13/2017	Common Stock	163,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting of their runner, reduces	Director	10% Owner	Officer	Other			
WELLS JAMES M III 303 PEACHTREE STREET ATLANTA, GA 30308	X		President & CEO				

Signatures

David A. Wisniewski, Attorney-in-Fact for James M.
Wells III

08/23/2007

**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) 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) 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.
- (3) Granted pursuant to the 1995 SunTrust Executive Stock Plan.
- (4) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (5) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.

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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