SUNTRUST BANKS INC

Form 4

January 30, 2008

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

0.5

OMB APPROVAL

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

response...

burden hours per

1(b).

Common

Stock

01/28/2008

(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 (Month/Day/Year) 303 PEACHTREE STREET 01/28/2008						Director 10% Owner X Officer (give title Other (specify below) Vice Chairman					
(Street) ATLANTA, GA 30308				endment, Da nth/Day/Year		1		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)	Tab	le I - Non-I	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ar) Execution	emed on Date, if 'Day/Year)	3. Transaction Code (Instr. 8)	4. Securit on(A) or Di (Instr. 3,	sposed	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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	01/28/2008			M	12,383	A	\$ 35.84	12,383	D		
Common Stock	01/28/2008			S	100	D	\$ 63.41	12,283	D		
Common Stock	01/28/2008			S	400	D	\$ 63.43	11,883	D		
Common Stock	01/28/2008			S	400	D	\$ 63.45	11,483	D		

S

200

D

63.46

11,283

D

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Common Stock	01/28/2008	S	200	D	\$ 63.47	11,083	D
Common Stock	01/28/2008	S	900	D	\$ 63.48	10,183	D
Common Stock	01/28/2008	S	200	D	\$ 63.49	9,983	D
Common Stock	01/28/2008	S	300	D	\$ 63.5	9,683	D
Common Stock	01/28/2008	S	500	D	\$ 63.51	9,183	D
Common Stock	01/28/2008	S	100	D	\$ 63.52	9,083	D
Common Stock	01/28/2008	S	200	D	\$ 63.53	8,883	D
Common Stock	01/28/2008	S	400	D	\$ 63.54	8,483	D
Common Stock	01/28/2008	S	100	D	\$ 63.55	8,383	D
Common Stock	01/28/2008	S	700	D	\$ 63.57	7,683	D
Common Stock	01/28/2008	S	600	D	\$ 63.58	7,083	D
Common Stock	01/28/2008	S	1,000	D	\$ 63.59	6,083	D
Common Stock	01/28/2008	S	200	D	\$ 63.6	5,883	D
Common Stock	01/28/2008	S	200	D	\$ 63.61	5,683	D
Common Stock	01/28/2008	S	200	D	\$ 63.62	5,483	D
Common Stock	01/28/2008	S	700	D	\$ 63.63	4,783	D
Common Stock	01/28/2008	S	100	D	\$ 63.66	4,683	D
Common Stock	01/28/2008	S	200	D	\$ 63.67	4,483	D
Common Stock	01/28/2008	S	900	D	\$ 63.69	3,583	D
Common Stock	01/28/2008	S	200	D	\$ 63.7	3,383	D
	01/28/2008	S	200	D		3,183	D

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Common Stock					\$ 63.73			
Common Stock	01/28/2008	S	100	D	\$ 63.77	3,083	D	
Common Stock	01/28/2008	M	3,083	A	\$ 35.84	3,083	D	
Common Stock						30,222.463	I	401(k) (1)
Common Stock						136,200	I	Spouse

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

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SEC 1474 (9-02)

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

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)	5. Number of orDerivative 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 of Number of Shares
Option (2)	\$ 48.33					10/01/2004	01/14/2013	Common Stock	2,069
Option (2)	\$ 52.09					10/01/2004	01/15/2012	Common Stock	1,919
Option (2)	\$ 48.33					01/14/2004	01/14/2013	Common Stock	24,347
Option (2)	\$ 52.09					01/15/2003	01/15/2012	Common Stock	36,157
Option (3)	\$ 49.97					01/16/2002	01/16/2011	Common Stock	19,168
Option (3)	\$ 31.93					07/05/2001	07/05/2010	Common Stock	49,530
Option (3)	\$ 35.84	01/28/2008		M	12,383	01/14/1999	01/14/2009	Common Stock	12,383
Option (4)	\$ 56.17					10/01/2004	01/21/2014		49,926

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				Common Stock	
Option (5)	\$ 71.24	10/01/2007	10/01/2014	Common Stock	100,000
Option (5)	\$ 71.03	02/14/2009	02/14/2016	Common Stock	47,734
Option (5)	\$ 85.06	02/13/2010	02/13/2017	Common Stock	42,000
Phantom Stock Units (6)	<u>(6)</u>	<u>(6)</u>	<u>(6)</u>	Common Stock	480.965
Phantom Stock Units (7)	<u>(7)</u>	<u>(7)</u>	<u>(7)</u>	Common Stock	169.550

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.

01/30/2008

**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 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.
- (2) Granted pursuant to the National Commerce Financial Corporation Amended and Restated Long-Term Incentive Plan.
- (3) Granted pursuant to the National Commerce Financial Corporation 1994 Stock Plan, Amended and Restated.
- (4) Granted pursuant to the National Commerce Financial Corporation 2003 Stock and Incentive Plan.
- (5) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
- (6) 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.
- (7) 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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