#### Edgar Filing: SUNTRUST BANKS INC - Form 4

#### SUNTRUST BANKS INC

Form 4

February 14, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

5 Relationship of Reporting Person(s) to

136,200

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

obligations

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

30(h) of the Investment Company Act of 1940

1(b).

Stock

(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]					S. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)				C [S.	,	(Che	ck all applicab	le)	
303 PEACHTREE STREET			3. Date of Earliest Transaction (Month/Day/Year) 02/12/2008					Director 10% Owner _X Officer (give title Other (specify below)  Vice Chairman			
A THE A NITE A	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					
AILANIA	, GA 30308							Person		1 0	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Secur	rities Acq	uired, Disposed o	of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Day/Yea	r) Execution	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securition(A) or Dis (Instr. 3, 4)	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				Couc ,	rimount	(2)	11100	3,083	D		
Common Stock								30,325.962	I	401(k) (1)	
Common Stock	02/12/2008			A	11,500	A	\$ 64.58	11,500	I	Restricted Stock (2)	
Common								136 200	Ţ	Snouse	

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

Spouse

#### Edgar Filing: SUNTRUST BANKS INC - Form 4

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

## 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. 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 (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 (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
Option (6)	\$ 85.06					02/13/2010	02/13/2017	Common Stock	42,000
Option (6)	\$ 64.58	02/12/2008		A	84,500	02/12/2011	02/12/2018	Common Stock	84,500
Phantom Stock Units (7)	<u>(7)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock	480.965
Phantom Stock	<u>(8)</u>					<u>(8)</u>	<u>(8)</u>	Common Stock	500.317

Units (8)

## **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.

02/14/2008

\*\*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 (1) 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.
- Restricted stock granted under SunTrust Banks, Inc. 2004 Stock Plan. Cliff vests in 3 years. Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. This plan is exempt under Rule 16(b)-3.
- (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.

Reporting Owners 3