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 Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

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obligations

may continue.

See Instruction

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

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Sullivan Timothy E Issuer Symbol SUNTRUST BANKS INC [STI] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify _X__ Officer (give title 250 PIEDMONT AVENUE 02/12/2008 below) Corp. EVP & Chief Info. Off. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting ATLANTA, GA 30308 Person

| (City) | (State) | (Zip) Tabl | le I - Non-I | Derivative | Secu | rities Acq | quired, Disposed | of, or Beneficia | ally Owned |
|--------------------------------------|---|---|---|---|------|--|--|---|-------------------------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired ction(A) or Disposed of (D) (Instr. 3, 4 and 5) 8) | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Common Stock | | | Code V | Amount | or | Price | Transaction(s) (Instr. 3 and 4) 714 | D | |
| Common Stock | | | | | | | 680.627 | I | 401(k) (1) |
| Common Stock | 02/12/2008 | | A | 8,045 | A | \$ 64.58 | 8,045 | I | Restricted Stock (2) |

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. 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 |
| Phantom Stock Units (3) | (3) | | | | | (3) | (3) | Common Stock | 371.389 |
| Option (4) | \$ 54.28 | | | | | 02/11/2006 | 02/11/2013 | Common Stock | 25,000 |
| Option (4) | \$ 73.19 | | | | | 02/10/2007 | 02/10/2014 | Common Stock | 18,000 |
| Option (5) | \$ 73.14 | | | | | 02/08/2008 | 02/08/2015 | Common Stock | 18,000 |
| Option (5) | \$ 71.03 | | | | | 02/14/2009 | 02/14/2016 | Common Stock | 33,000 |
| Option (5) | \$ 85.06 | | | | | 02/13/2010 | 02/13/2017 | Common Stock | 33,000 |
| Option (5) | \$ 64.58 | 02/12/2008 | | A | 62,000 | 02/12/2011 | 02/12/2018 | Common Stock | 62,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|------------------------------|-------|--|--|--|
| noporous o mar rumo, raunesso | Director | 10% Owner | Officer | Other | | | |
| Sullivan Timothy E | | | | | | | |
| 250 PIEDMONT AVENUE | | | Corp. EVP & Chief Info. Off. | | | | |

Signatures

ATLANTA, GA 30308

David A. Wisniewski, Attorney-in-Fact for Timothy E. Sullivan 02/14/2008

**Signature of Reporting Person Date

Reporting Owners 2

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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) 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) The phantom stock units were acquired under SunTrust Banks, Inc.'s 401(k) excess benefit plan. These securities convert to common stock on a one-for-one basis.
- (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.