SUNTRUST BANKS INC

Form 4 May 01, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

obligations

(Print or	Type	Responses)
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1. Name and Address of Reporting Person * WILLIAMS KAREN HASTIE

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

SUNTRUST BANKS INC [STI]

(Check all applicable)

(Last)

(City)

(First)

(Street)

(State)

1001 PENNSYLVANIA AVE.

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 04/29/2008

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

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

Table I. Non Derivative Securities Acquired Disposed of an Peneficially Ov

WASHINGTON, DC 20004

(- 3)	()	1 able	e 1 - Non-D	erivative	Secur	ities Acq	uirea, Disposea o	, or Beneficial	ly Ownea
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock							3,100	D (1)	
Common Stock	04/29/2008		A	1,200	A	\$ 56.23	1,200	D (2)	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	te	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units (3)	(3)					(3)	(3)	Common Stock	1,863.2565
Option (5)	\$ 54.28					02/11/2003	02/11/2013	Common Stock	2,000
Phantom Stock (6)	<u>(6)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	2,626.0026

Reporting Owners

Reporting Owner Name / Address	Relationships						
Fg -	Director	10% Owner	Officer Other				
WILLIAMS KAREN HASTIE 1001 PENNSYLVANIA AVE. WASHINGTON, DC 20004	X						

Signatures

David A. Wisniewski, Attorney-in-Fact for Karen Hastie
Williams

05/01/2008

**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).
- (1) Includes 1,200 shares of restricted stock which vested on April 17, 2008.
- (2) Restricted stock held under SunTrust Banks, Inc. 2004 Stock Plan. The plan is exempt under Rule 16(b)-3.
- Phantom stock units represent stock equity awards and deferred cash and/or stock payable to the Reporting Person as an annual retainer for past service on the Board of Crestar Bank, which was acquired by SunTrust. Units will be distributed to the Reporting Person in stock on February 15 of the year following the year in which she ends service on the Board of SunTrust Bank, Issuer's wholly-owned subsidiary. These securities convert to common stock on a one-for-one basis.
- (4) Includes additional shares acquired as a result of reinvestment of dividends since the reporting person's last filing.
- (5) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (6) Restricted stock units granted under the SunTrust Banks, Inc. 2004 Stock Plan. Payments commence following the reporting person's departure from the Board of Directors of SunTrust Banks, Inc. These securities convert to common stock on a one-for-one basis.

Reporting Owners 2

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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.