Edgar Filing: SUNTRUST BANKS INC - Form 4

SUNTRUS Form 4 October 31, FORN Check th if no lor subject to Section Form 4 Form 5 obligation may con <i>See</i> Inst 1(b).	A 4 UNITED STATE his box his box for 16. or Filed pursuant to Section 17(a) of the 20(b)	CS SECURITIES AND EXCHANGE Washington, D.C. 20549 OF CHANGES IN BENEFICIAL OW SECURITIES Section 16(a) of the Securities Exchange Public Utility Holding Company Act of a) of the Investment Company Act of 19	NERSHIP OF ge Act of 1934, f 1935 or Section	OMB Number: Expires: Estimated a burden hou response	irs per	
(Print or Type	Responses)					
	Address of Reporting Person <u>*</u> LLIAM R JR	2. Issuer Name and Ticker or Trading Symbol SUNTRUST BANKS INC [STI]	5. Relationship of I Issuer	Reporting Per		
(Last) 303 PEAC	(First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/29/2008	Director 10% Owner X Officer (give title Other (specify below) below) Vice Chairman			
ATLANTA	(Street) A, GA 30308	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by Mo Person	ne Reporting Pe	erson	
(City)	(State) (Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of,	or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	any	emed 3. 4. Securities Acquired on Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Day/Year) (Instr. 8) (A) or Code V Amount (D) Price	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	10/29/2008	M 49,530 A ^{\$} 31.93	52,613	D		
Common Stock	10/29/2008	S 49,530 D \$40	3,083	D		
Common Stock			5,499.4018	I	401(k) (<u>1</u>)	
Common Stock			33,497	I	Restricted Stock (2)	
Common Stock			29,200	I	Spouse	

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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)

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. Transactio Code (Instr. 8)	orDeriv Secur Acqu	ities ired (A) sposed of . 3, 4,	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	10/29/2008		М		49,530	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						02/12/2011	02/12/2018	Common Stock	84,500
Phantom Stock Units <u>(7)</u>	(7)						(7)	(7)	Common Stock	480.965
	<u>(8)</u>						(8)	(8)		333.359

Relationshing

Phantom Stock Units (8)

Reporting Owners

Reporting Owner Name / Address	Kelationsinps						
	Director	10% Owner	Officer	Other			
REED WILLIAM R JR 303 PEACHTREE STREET ATLANTA, GA 30308			Vice Chairman	1			
Signatures							
David A. Wisniewski, Attorney Reed, Jr.	10/31/2008						
**Signature of Rep	orting Person	n		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. Restricted stock agreements contain tax withholding features (2) allowing stock to be withheld to satisfy tax withholding obligations. This plan is exempt under Rule 16(b)-3. Includes 12,475 shares
- which vest on 2/14/2009 and 9,522 shares which vest on 2/13/2010.
- (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.

Common

Stock