WELLS JAMES M III

Form 4

February 18, 2009

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

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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

burden hours per response...

Estimated average

1(b).

(Print or Type Responses)

02/13/2009

Stock

Stock

Stock

Stock

Common

Common

Common

1. Name and Address of Reporting Person ** WELLS JAMES M III		Symbol	2. Issuer Name and Ticker or Trading Symbol SUNTRUST BANKS INC [STI]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	,	of Earliest To Day/Year)	ransaction			_X_ Director	eck all applicabl	(e) % Owner	
303 PEAC	HTREE STREET	02/14/2	2009				X Officer (gi below) Chairma	ve title Otherwork of the below) an, President and	her (specify	
			f Amendment, Date Original d(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
ATLANTA, GA 30308							Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Tab	le I - Non-I	Derivative :	Securi	ities Acc	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. Transactic Code (Instr. 8)	4. Securit or(A) or Di (Instr. 3,	sposed	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	02/14/2009		A	19,006	. ,	\$ 8.72	118,022	D (1)		
Common	02/13/2009		E	6 168	D	\$	111 854	D		

F

6,168

D

8.72

111,854

12,267

1,672.377

109,758

D

I

I

Spouse

401(k) (2)

Restricted

Stock (3)

Common Stock 50,916 I GRAT

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

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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. Dr.Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	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 (4)	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	5,840.9837
Option (5)	\$ 73.0625					12/31/2001	11/09/2009	Common Stock	15,000
Option (6)	\$ 50.5					03/06/2003	03/06/2010	Common Stock	24,000
Option (6)	\$ 50.5					03/06/2005	03/06/2010	Common Stock	16,000
Option (6)	\$ 51.125					12/31/2001	11/14/2010	Common Stock	15,000
Option (6)	\$ 51.125					11/14/2003	11/14/2010	Common Stock	35,000
Option (6)	\$ 64.57					12/31/2001	11/13/2011	Common Stock	15,000
Option (6)	\$ 64.57					11/13/2004	11/13/2011	Common Stock	60,000
Option (6)	\$ 54.28					02/11/2006	02/11/2013	Common Stock	100,000
Option (6)	\$ 73.19					02/10/2007	02/10/2014	Common Stock	100,000

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Option (7)	\$ 73.14	02/08/2008	02/08/2015	Common Stock	60,000
Option (7)	\$ 71.03	02/14/2009	02/14/2016	Common Stock	100,000
Option (7)	\$ 85.06	02/13/2010	02/13/2017	Common Stock	163,000
Option (7)	\$ 64.58	02/12/2011	02/12/2018	Common Stock	250,000
Option (7)	\$ 9.06	02/10/2012	02/10/2019	Common Stock	250,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
WELLS JAMES M III 303 PEACHTREE STREET	X		Chairman, President and CEO			
ATI ANTA GA 30308			2.14.1.14.1.14.1.14.14.14.14.14.14.14.14.			

Signatures

David A. Wisniewski, Attorney-in-Fact for James M. Wells III 02/18/2009

**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 19,006 shares of restricted stock which vested on 02/14/2009.
- (2) 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 (3) allowing stock to be withheld to satisfy tax withholding obligations. This plan is exempt under Rule 16(b)-3. Includes 24,758 shares of restricted stock which vest on 2/13/2010 and 50,000 shares which vest on 02/10/2012.
- (4) 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.
- (5) Granted pursuant to the 1995 SunTrust Executive Stock Plan.
- (6) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (7) 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.

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