SUNTRUST BANKS INC

Form 4

February 16, 2006

FORM 4

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

SECURITIES

OMB

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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if no longer

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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 30(h) of the Investment Company Act of 1940

may continue. See Instruction

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 WELLS JAMES M III Issuer Symbol SUNTRUST BANKS INC [STI] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 303 PEACHTREE STREET 02/14/2006 below) President & COO (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) (Z	Zip) Tabl	ble I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of			
Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or		Securities	Form: Direct	Indirect			

(Instr. 3)	any (Month/Day/Year)	Code (Instr. 8)	Disposed of (D) (Instr. 3, 4 and 5) (A) or		Beneficially Owned Following Reported Transaction(s)	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
Common Stock		Code V	Amount	(D) Price	(Instr. 3 and 4) 133,710	D		
Common Stock					12,267	I	Spouse	
Common Stock					949.49	I	401(k) (1)	

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)	Code	5. Number of orderivative Securities Acquired (A Disposed of (Instr. 3, 4, a 5)	A) or (D)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock Units (2)	<u>(2)</u>						(2)	(2)	Common Stock	1,779.9
Option	\$ 37.28						01/23/1998	01/23/2007	Common Stock	2,68
Option	\$ 37.27						01/23/1998	01/23/2007	Common Stock	27,5
Option	\$ 38.28						02/24/1998	02/24/2007	Common Stock	10,1
Option	\$ 54.39						07/20/1998	01/22/2008	Common Stock	1,83
Option	\$ 54.39						07/20/1998	01/22/2008	Common Stock	26,2
Option	\$ 76.5						12/31/2001	12/31/2008	Common Stock	90,0
Option (3)	\$ 73.0625						12/31/2001	11/09/2009	Common Stock	15,0
Option (4)	\$ 50.5						03/06/2003	03/06/2010	Common Stock	24,0
Option (4)	\$ 50.5						03/06/2005	03/06/2010	Common Stock	16,0
Option (4)	\$ 51.125						12/31/2001	11/14/2010	Common Stock	15,0
Option (4)	\$ 51.125						11/14/2003	11/14/2010	Common Stock	35,0
Option (4)	\$ 64.57						12/31/2001	11/13/2011	Common Stock	15,0
Option (4)	\$ 64.57						11/13/2004	11/13/2011	Common Stock	60,0
Option (4)	\$ 54.28						02/11/2006	02/11/2013		100,0

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							Common Stock	
Option (4)	\$ 73.19				02/10/2007	02/10/2014	Common Stock	100,0
Option (5)	\$ 73.14				02/08/2008	02/08/2015	Common Stock	60,0
Option (5)	\$ 71.03	02/14/2006	A	100,000	02/14/2009	02/14/2016	Common Stock	100,0

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

WELLS JAMES M III

303 PEACHTREE STREET President & COO

Signatures

ATLANTA, GA 30308

Raymond D. Fortin, Attorney-in-Fact for James M.
Wells III

02/16/2006

**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) 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.
- The reported 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.
- (3) Granted pursuant to the 1995 SunTrust Executive Stock Plan.
- (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.

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