#### SUNTRUST BANKS INC

Form 4

February 14, 2006

## 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:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

(Print or Type Responses)

**HUMANN L PHILLIP** 

1. Name and Address of Reporting Person \*

			SUNTRUST BANKS INC [STI]				TI]	(Check all applicable)		
(Last) 303 PEACH	(First) HTREE STREE	(Middle)		of Earliest T Day/Year) 2006	ransaction			_X_ Director _X_ Officer (gibelow)	1	0% Owner Other (specify
Filed(Mo			Amendment, Date Original (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				
ATLANTA, GA 30308								Person		
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Secu	rities Ac	quired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Date, if	Code (Instr. 8)	4. Securi or(A) or Di (Instr. 3,	ispose	d of (D) 5)  Price	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	02/11/2006			F	2,815	D	\$ 70.45	60,546	D	
Common Stock								150,000	I	Limited Partnership (1)
Common Stock								24,016	I	Trust (2)
Common Stock								30,033.65	I	401(k) (3)
Common Stock								33,200	I	Spouse

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Common Stock	180,000 I	Restricted Stock (4)
Reminder: Report on a separate line for each class of securities bene	Persons who respond to the collection information contained in this form are required to respond unless the form displays a currently valid OMB control number.	<b>not</b> (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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. onNumber 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 (5)	<u>(5)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	10,203.0909
Phantom Stock Units (6)	<u>(6)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	110,000
Option (7)	\$ 73.0625					11/09/2002	11/09/2009	Common Stock	75,000
Option (8)	\$ 51.125					11/14/2003	11/14/2010	Common Stock	150,000
Option (8)	\$ 64.57					11/13/2004	11/13/2011	Common Stock	150,000
Option (8)	\$ 54.28					02/11/2006	02/11/2013	Common Stock	150,000
Option (8)	\$ 73.19					02/10/2007	02/10/2014	Common Stock	150,000
Option (9)	\$ 73.14					02/08/2008	02/08/2015	Common Stock	97,000

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other				
HUMANN L PHILLIP								
303 PEACHTREE STREET	X		Chairman and CEO					
ATLANTA GA 30308								

### **Signatures**

Raymond D. Fortin, Attorney-in-Fact for L. Phillip Humann 02/14/2006

\*\*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) Held by Humann Partners, L.P.
- (2) Held in trust by spouse for members of immediate family.
- (3) 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 held under 1986 SunTrust Executive Stock Plan, 1995 SunTrust Executive Stock Plan and SunTrust Banks, Inc. 2000
- (4) Stock Plan. Subject to certain vesting conditions. Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. All plans are exempt under Rule 16(b)-3.
- (5) 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.
- (6) Granted in exchange for restricted stock. Will be paid out on various dates. These securities convert to common stock on a one-for-one basis.
- (7) Granted pursuant to the 1995 SunTrust Executive Stock Plan.
- (8) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (9) 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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