SUNTRUST BANKS INC

Form 4

January 12, 2009

FORM 4

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

OMB 3235-0287

OMB APPROVAL

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or Form 5 obligations may continue.

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

1(b).

Common

Common

Common

Stock

Stock

Stock

01/08/2009

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * WOOD E JENNER III				2. Issuer Name and Ticker or Trading Symbol SUNTRUST BANKS INC [STI]						5. Relationship of Reporting Person(s) to Issuer			
	(Last)	fiddle) 3. Da	3. Date of Earliest Transaction						(Check all applicable)				
(Last) (First) (Middle) 25 PARK PLACE				(Month/Day/Year) 01/08/2009					Director 10% OwnerX_ Officer (give title Other (specify below) Corp. Executive Vice President				
		4. If .	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 Person			
ATLANTA, GA 30302-4418													
	(City)	Table I - Non-Derivative Securities Ac					ties Ac	quired, Disposed of, or Beneficially Owned					
	1.Title of	2. Transaction Date	2A. Deemed	3.			4. Securit	ties		5. Amount of	6. Ownership	7. Nature of	
	Security	(Month/Day/Year)	Execution Date		* * *					Securities	Form: Direct Indirect		
	(Instr. 3)		any (Month/Day/V		Code Disposed of (D)					• • • • • • • • • • • • • • • • • • • •		Beneficial	
			(Month/Day/Yo	ar) (II	(Instr. 8) (Instr. 3, 4 and 5)				3)			Ownership (Instr. 4)	
				Co	Code V		Amount	(A) or (D) Price		Reported Transaction(s) (Instr. 3 and 4)	(2-1041-1)	(=3000.1)	
	Common Stock	01/08/2009		(3	V	2,274	D	<u>(1)</u>	58,902	D		

V 2,274 A

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

Children

 $401(k)^{(2)}$

Restricted

Stock (3)

I

Ι

Ι

2,628

180.219

18,682

<u>(1)</u>

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SEC 1474 (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. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				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	1,531.8059
Phantom Stock Units (5)	<u>(5)</u>					(5)	(5)	Common Stock	28,800
Option (6)	\$ 73.0625					11/09/2002	11/09/2009	Common Stock	15,000
Option (7)	\$ 51.5125					11/14/2003	11/14/2010	Common Stock	8,050
Option (7)	\$ 64.57					11/13/2004	11/13/2011	Common Stock	8,455
Option (7)	\$ 54.28					02/11/2006	02/11/2013	Common Stock	10,158
Option (7)	\$ 73.19					02/10/2007	02/10/2014	Common Stock	18,000
Option (8)	\$ 73.14					02/08/2008	02/08/2015	Common Stock	18,000
Option (8)	\$ 71.03					02/14/2009	02/14/2016	Common Stock	19,000
Option (8)	\$ 85.06					02/13/2010	02/13/2017	Common Stock	19,000
Option (8)	\$ 64.58					02/12/2011	02/12/2018	Common Stock	34,000

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WOOD E JENNER III 25 PARK PLACE ATLANTA, GA 30302-4418

Corp. Executive Vice President

Signatures

David A. Wisniewski, Attorney-in-Fact for E. Jenner Wood III

01/12/2009

**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).
- This transaction is a gift.
- (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 held under the SunTrust Banks, Inc. 2004 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
- (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 in exchange for restricted stock. Will be paid out on various dates. These securities convert to common stock on a one-for-one
- (6) Granted pursuant to the 1995 SunTrust Executive Stock Plan.
- (7) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (8) 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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