#### WELLS JAMES M III

Form 4

February 12, 2009

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

3235-0287 Number: January 31,

**OMB APPROVAL** 

Expires: 2005 Estimated average

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

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

obligations

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

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

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \*

WELLS JAMES M III  (Last) (First) (Middle)  303 PEACHTREE STREET			Symbol					Issuer				
					NKS INC	C [ST	Ί]	(Check all applicable)				
			3. Date of (Month/D) 02/10/20	•	ransaction			X Director 10% Owner X Officer (give title Other (specify below)				
	4. If Ame	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check					
ATLANTA,	Filed(Mon	ith/Day/Year	·)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1.Title of Security (Instr. 3)	any		emed on Date, if Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)  (A) or Code V Amount (D) Price			l of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (Beneficial Indirect (I) (Instr. 4)  Ownership (Instr. 4)			
Common Stock								99,016	D			
Common Stock								12,267	I	Spouse		
Common Stock								1,672.377	I	401(k) (1)		
Common Stock	02/10/2009			A	50,000	A	\$0	128,764	I	Restricted Stock (2)		
Common								50 916	Ţ	GRAT		

50,916

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**GRAT** 

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		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 Number Shares
Phantom Stock Units (3)	<u>(3)</u>							(3)	(3)	Common Stock	5,840.9
Option (4)	\$ 73.0625							12/31/2001	11/09/2009	Common Stock	15,0
Option (5)	\$ 50.5							03/06/2003	03/06/2010	Common Stock	24,0
Option (5)	\$ 50.5							03/06/2005	03/06/2010	Common Stock	16,0
Option (5)	\$ 51.125							12/31/2001	11/14/2010	Common Stock	15,0
Option (5)	\$ 51.125							11/14/2003	11/14/2010	Common Stock	35,0
Option (5)	\$ 64.57							12/31/2001	11/13/2011	Common Stock	15,0
Option (5)	\$ 64.57							11/13/2004	11/13/2011	Common Stock	60,0
Option (5)	\$ 54.28							02/11/2006	02/11/2013	Common Stock	100,0
Option (5)	\$ 73.19							02/10/2007	02/10/2014	Common Stock	100,0
Option (6)	\$ 73.14							02/08/2008	02/08/2015	Common Stock	60,0
Option (6)	\$ 71.03							02/14/2009	02/14/2016	Common Stock	100,0
Option (6)	\$ 85.06							02/13/2010	02/13/2017	Common Stock	163,0

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 Option (6)
 \$ 64.58
 02/12/2011
 02/12/2018
 Common Stock
 250,00

 Option (6)
 \$ 9.06
 02/10/2009
 A
 250,000
 02/10/2012
 02/10/2019
 Common Stock
 250,00

## **Reporting Owners**

Reporting Owner Name / Address Relationships

X

Director 10% Owner Officer Other

WELLS JAMES M III 303 PEACHTREE STREET ATLANTA, GA 30308

Chairman, President and CEO

**Signatures** 

David A. Wisniewski, Attorney-in-Fact for James M. Wells III

02/12/2009

\*\*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).
- (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.
- 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 19,006 shares of restricted stock which will vest on 2/14/2009, 24,758 shares which vest on 2/13/2010 and 50,000 shares which vest on 02/10/2012.
- (3) 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.
- (4) Granted pursuant to the 1995 SunTrust Executive Stock Plan.
- (5) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (6) 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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