

Dierker David F
Form 4
February 18, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Dierker David F

(Last) (First) (Middle)
303 PEACHTREE STREET
(Street)

ATLANTA, GA 30308

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SUNTRUST BANKS INC [STI]

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2009

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Corp. EVP & Chief Adm. Off.

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/14/2009		A	5,701 A \$ 8.72	12,774	D ⁽¹⁾	
Common Stock	02/13/2009		F	2,204 D \$ 8.72	10,570	D	
Common Stock					4,930.361	I	401(k) ⁽²⁾
Common Stock					50,607	I	Restricted Stock ⁽³⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities 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 or Number of Shares
Phantom Stock Units ⁽⁴⁾	⁽⁴⁾					⁽⁴⁾	⁽⁴⁾	Common Stock	1,235.7873
Option ⁽⁵⁾	\$ 73.0625					11/09/2002	11/09/2009	Common Stock	1,900
Option ⁽⁶⁾	\$ 51.125					11/14/2003	11/14/2010	Common Stock	4,000
Option ⁽⁶⁾	\$ 64.57					11/13/2004	11/13/2011	Common Stock	3,500
Option ⁽⁶⁾	\$ 54.28					02/11/2006	02/11/2013	Common Stock	10,000
Option ⁽⁶⁾	\$ 73.19					02/10/2007	02/10/2014	Common Stock	4,000
Option ⁽⁷⁾	\$ 73.14					02/08/2008	02/08/2015	Common Stock	18,000
Option ⁽⁷⁾	\$ 71.03					02/14/2009	02/14/2016	Common Stock	30,000
Option ⁽⁷⁾	\$ 85.06					02/13/2010	02/13/2017	Common Stock	30,000
Option ⁽⁷⁾	\$ 64.58					02/12/2011	02/12/2018	Common Stock	70,000
Option ⁽⁷⁾	\$ 9.06					02/10/2012	02/10/2019	Common Stock	238,475

