

Chancy Mark A  
Form 4  
February 12, 2009

**FORM 4**

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

OMB APPROVAL

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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 \*  
Chancy Mark A

(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)  
02/10/2009

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 and CFO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock					7,899	D	
Common Stock					1,231.34	I	401(k) <sup>(1)</sup>
Common Stock	02/10/2009		A	27,600 A	\$ 0 65,775	I	Restricted Stock <sup>(2)</sup>

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

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SEC 1474 (9-02)

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)	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 Number Shares
Phantom Stock Units <sup>(3)</sup>	<sup>(3)</sup>					<sup>(3)</sup> <sup>(3)</sup>	Common Stock 1,446.5
Option <sup>(4)</sup>	\$ 68.87					07/27/2004 07/27/2011	Common Stock 5,44
Option <sup>(4)</sup>	\$ 64.57					11/13/2004 11/13/2011	Common Stock 2,50
Option <sup>(4)</sup>	\$ 54.28					02/11/2006 02/11/2013	Common Stock 1,45
Option <sup>(4)</sup>	\$ 73.19					02/10/2007 02/10/2014	Common Stock 10,00
Option <sup>(5)</sup>	\$ 73.14					02/08/2008 02/08/2015	Common Stock 40,00
Option <sup>(5)</sup>	\$ 71.03					02/14/2009 02/14/2016	Common Stock 45,00
Option <sup>(5)</sup>	\$ 85.06					02/13/2010 02/13/2017	Common Stock 42,00
Option <sup>(5)</sup>	\$ 64.58					02/12/2011 02/12/2018	Common Stock 115,00
Option <sup>(5)</sup>	\$ 29.54					12/31/2011 12/31/2018	Common Stock 100,00
Option <sup>(5)</sup>	\$ 9.06	02/10/2009		A	250,000	02/10/2012 02/12/2019	Common Stock 250,00

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chancy Mark A 303 PEACHTREE STREET			Corp. EVP and CFO	

ATLANTA, GA 30308

## Signatures

David A. Wisniewski, Attorney-in-Fact for Mark A.  
Chancy

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 11,403 shares of restricted stock which vest on 2/14/2009, 9,522 shares which vest on 2/13/2010 and 27,600 shares which vest on 02/10/2012.
  - (3) The 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.
  - (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.