SUNTRUST BANKS INC

Form 4

January 05, 2006

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response...

1(b).

Stock

(Print or Type Responses)

PRINCE LARRY L			2. Issuer Name and Ticker or Trading Symbol SUNTRUST BANKS INC [STI]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 2999 CIRCLE 75 PARKWAY			3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006				_X_ Director		6 Owner	
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting				
ATLANTA,	GA 30339						Person	More than One Ro	sporting	
(City)	(State)	Zip)	Table	I - Non-De	erivative S	Securities Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transaction Code (Instr. 8)	4. Securi on Acquired Disposed (Instr. 3,	(A) or of (D)	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							2,000	D		
Common							1,090	I	Spouse	

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)

Edgar Filing: SUNTRUST BANKS INC - Form 4

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) Disposed of (Instr. 3, 4, at 5)) or (D)	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	Amoun Numbe Shares
Phantom Stock Units (1)	(1)	01/03/2006		A	151.9654		<u>(1)</u>	<u>(1)</u>	Common Stock	151.9
Option (2)	\$ 51.125						11/14/2000	11/14/2010	Common Stock	2,0
Option (2)	\$ 64.57						11/13/2001	11/13/2011	Common Stock	2,0
Option (2)	\$ 54.28						02/11/2003	02/11/2013	Common Stock	2,0
Phantom Stock (3)	(3)						<u>(3)</u>	(3)	Common Stock	2,491

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
PRINCE LARRY L 2999 CIRCLE 75 PARKWAY ATLANTA, GA 30339	X					

Signatures

Raymond D. Fortin, Attorney-in-Fact for Larry L. Prince

01/05/2006

**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).
- The phantom stock units were accrued under the SunTrust Banks, Inc. Directors Deferred Compensation Plan and are to be settled upon the reporting person's retirement. Directors fees are deferred into this plan and are accounted for as if invested in SunTrust common stock. These securities convert to common stock on a one-for-one basis. Includes additional shares acquired as a result of reinvestment of dividends since the reporting person's last filing.
- (2) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- Restricted stock units granted under the SunTrust Banks, Inc. 2004 Stock Plan. Payments commence following the reporting person's
- (3) departure from the Board of Directors of SunTrust Banks, Inc. These securities convert to common stock on a one-for-one basis. Includes additional shares acquired as a result of reinvestment of dividends since the reporting person's last filing.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

Edgar Filing: SUNTRUST BANKS INC - Form 4

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.								