SUNTRUST BANKS INC

Form 4

January 26, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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

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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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Chancy Mark A			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)		(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
303 PEACHTREE STREET			01/25/2007	X Officer (give title Other (specify below) Corp. EVP and CFO		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)		
ATLANTA, GA 30308				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secu	rities Acq	uired, Disposed o	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (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	01/25/2007		Code V M	Amount 1,452	(D)	Price \$ 68.87	4,139	D	
Common Stock	01/25/2007		M	8,548	A	\$ 54.28	12,687	D	
Common Stock	01/25/2007		F	100	D	\$ 82.29	12,587	D	
Common Stock	01/25/2007		F	500	D	\$ 82.3	12,087	D	
Common Stock	01/25/2007		F	400	D	\$ 82.32	11,687	D	

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Common Stock	01/25/2007	F	200	D	\$ 82.33	11,487	D	
Common Stock	01/25/2007	F	300	D	\$ 82.34	11,187	D	
Common Stock	01/25/2007	F	500	D	\$ 82.35	10,687	D	
Common Stock	01/25/2007	F	1,000	D	\$ 82.37	9,687	D	
Common Stock	01/25/2007	F	1,500	D	\$ 82.38	8,187	D	
Common Stock	01/25/2007	F	600	D	\$ 82.39	7,587	D	
Common Stock	01/25/2007	F	1,106	D	\$ 82.4	6,481	D	
Common Stock	01/25/2007	F	933	D	\$ 82.41	5,548	D	
Common Stock	01/25/2007	F	100	D	\$ 82.42	5,448	D	
Common Stock	01/25/2007	F	200	D	\$ 82.43	5,248	D	
Common Stock	01/25/2007	F	200	D	\$ 82.44	5,048	D	
Common Stock						602.032	I	401(k) (1)
Common Stock						2,000	I	Restricted Stock (2)

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities
Security	or Exercise	•	any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired		
	Derivative				(A) or		
	Security				Disposed of		
	·				(D)		
					(Instr. 3, 4,		
					and 5)		

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			Code V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units (3)	<u>(3)</u>				(3)	(3)	Common Stock	169.6701
Option (4)	\$ 68.87	01/25/2007	M	1,452	07/27/2004	07/27/2011	Common Stock	1,452
Option (4)	\$ 64.57				11/13/2004	11/13/2011	Common Stock	2,500
Option (4)	\$ 54.28	01/25/2007	M	8,548	02/11/2006	02/11/2013	Common Stock	8,548
Option (4)	\$ 73.19				02/10/2007	02/10/2014	Common Stock	10,000
Option (5)	\$ 73.14				02/08/2008	02/08/2015	Common Stock	40,000
Option (5)	\$ 71.03				02/14/2009	02/14/2016	Common Stock	45,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Chancy Mark A 303 PEACHTREE STREET ATLANTA, GA 30308

Corp. EVP and CFO

Signatures

David A. Wisniewski, Attorney-in-Fact for Mark A.
Chancy
01/26/2007

**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.
- (2) Restricted stock held under the SunTrust Banks, Inc. 2000 Stock Plan. Subject to certain vesting conditions. The agreement contains tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. The plan is exempt under Rule 16(b)-3.
- (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.

Reporting Owners 3

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