### Edgar Filing: SUNTRUST BANKS INC - Form 4

#### SUNTRUST BANKS INC

Form 4

February 14, 2008

## 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

Expires: January 31, 2005

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations SECURITIES

Estimated average burden hours per response... 0.5

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

1(b).

(Print or Type Responses)

	1. Name and A	Address of Reporting MES M III	Sy	ymbol		Ticker or Trading  NKS INC [STI]	5. Relationship of Reporting Person(s) to Issuer			
	(Last)	(First)	Middle) 3.	3. Date of Earliest Transa		ransaction	(Check all applicable)			
303 PEACHTREE STREET				Month/D 2/12/20	ay/Year) 008		X Director 10% OwnerX Officer (give title Other (specify below)			
							President & CEO			
		(Street)	4.	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
			Fi	Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person			
	ATLANTA	, GA 30308					Form filed by More than One Reporting Person			
	(City)	(State)	(Zip)	Table	e I - Non-I	Derivative Securities Acq	uired, Disposed o	of, or Beneficia	ally Owned	
	1.Title of	2. Transaction Date	2A. Deemed	l	3.	4. Securities Acquired	5. Amount of	6.	7. Nature o	
	Security	(Month/Day/Year)	Execution Date, if	ate, if	Transactio	on(A) or Disposed of (D)	Securities	Ownership	Indirect	
	(Instr. 3)		any		Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial	
			(Month/Day/	/Year)	(Instr. 8)		Owned	Direct (D)	Ownership	
							D-11	T J:4	(T4 1)	

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	or(A) or Di	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or		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			Code v	Amount	(D)	Price	149,932	D		
Common Stock							12,267	I	Spouse	
Common Stock							1,286.172	I	401(k) (1)	
Common Stock	02/12/2008		A	35,000	A	\$ 64.58	35,000	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)

## $\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$

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)	Code	5. Number of Derivative Securities Acquired (A Disposed of (Instr. 3, 4, 5)	A) or f (D)	Expiration Date		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)	(3)						(3)	(3)	Common Stock	4,123.
Option	\$ 76.5						12/31/2001	12/31/2008	Common Stock	90,0
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

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 Option (6)
 \$ 85.06
 02/13/2010
 02/13/2017
 Common Stock
 163,0

 Option (6)
 \$ 64.58
 02/12/2008
 A
 250,000
 02/12/2011
 02/12/2018
 Common Stock
 250,000

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

WELLS JAMES M III

303 PEACHTREE STREET X President & CEO

ATLANTA, GA 30308

## **Signatures**

David A. Wisniewski, Attorney-in-Fact for James M. Wells III 02/14/2008

\*\*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 granted under SunTrust Banks, Inc. 2004 Stock Plan. Cliff vests in 3 years. Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. This plan is exempt under Rule 16(b)-3.
- (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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