#### SUNTRUST BANKS INC

Form 4

January 18, 2006

# FORM 4

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

OMB Number: 3235-0287

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

**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

2. Issuer Name and Ticker or Trading

SUNTRUST BANKS INC [STI]

3. Date of Earliest Transaction

Symbol

O. 1. 10 157

(Middle)

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1(b).

(Last)

(Print or Type Responses)

**HUMANN L PHILLIP** 

1. Name and Address of Reporting Person \*

(First)

303 PEACH	ITREE ST.	(Month/E 12/28/2	•	r)				X Director X Officer (g below)		0% Owner Other (specify
	(Street)	4. If Ame	ndment	, Da	te Origina	1		6. Individual or Joint/Group Filing(Check		
Filed(Mont			nth/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip) Tabl	e I - No	n-D	erivative	Secur	rities A	equired, Disposed	l of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(msu. 1)	
Common Stock	12/28/2005		G	V	622	D	<u>(1)</u>	38,045	D	
Common Stock								150,000	I	Limited Partnership (2)
Common Stock	12/28/2005		G	V	622	A	(1)	24,016	I	Trust (3)
Common Stock								29,913.967	I	401(k) (4)
Common Stock								33,200	I	Spouse

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Common Stock	186,630	I	Restricted Stock (5)	
Reminder: Report on a separate line for each class of securities beneather.	eficially 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			

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

number.

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ie e	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units (6)	<u>(6)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	10,203.0909
Phantom Stock Units (7)	<u>(7)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock	140,000
Option (8)	\$ 73.0625					11/09/2002	11/09/2009	Common Stock	75,000
Option (9)	\$ 51.125					11/14/2003	11/14/2010	Common Stock	150,000
Option (9)	\$ 64.57					11/13/2004	11/13/2011	Common Stock	150,000
Option (9)	\$ 54.28					02/11/2006	02/11/2013	Common Stock	150,000
Option (9)	\$ 73.19					02/10/2007	02/10/2014	Common Stock	150,000
Option (10)	\$ 73.14					02/08/2008	02/08/2015	Common Stock	97,000

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HUMANN L PHILLIP 303 PEACHTREE ST. ATLANTA, GA 30308	X		Chairman and CEO				

# **Signatures**

Raymond D. Fortin, Attorney-in-Fact for L. Phillip
Humann
01/18/2006

\*\*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).
- (1) This transaction is a gift.
- (2) Held by Humann Partners, L.P.
- (3) Held in trust by spouse for members of immediate family.
- (4) 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 held under 1986 SunTrust Executive Stock Plan, 1995 SunTrust Executive Stock Plan and SunTrust Banks, Inc. 2000 Stock Plan. Subject to certain vesting conditions. Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. All plans are exempt under Rule 16(b)-3.
- (6) The reported 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.
- (7) Granted in exchange for restricted stock. Will be paid out on various dates. These securities convert to common stock on a one-for-one basis
- (8) Granted pursuant to the 1995 SunTrust Executive Stock Plan.
- (9) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (10) 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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