SUNTRUST BANKS INC

Form 4 June 22, 2006

FORM 4

OMB APPROVAL OMB

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

3235-0287 Number: January 31, Expires: 2005

if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

Check this box

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)

PRINCE LARRY L			2. Issuer Name and Ticker or Trading Symbol SUNTRUST BANKS INC [STI]	5. Relationship of Reporting Person(s) t Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	X Director 10% Owner		
2999 CIRCLE 75 PARKWAY			06/20/2006	Officer (give title below) Other (specibelow)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
ATLANTA,	GA 30339		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(6:4)	(04-4-)	(7.)				

(City)	(State) (2	Table	I - Non-De	erivative Securitie	s Acquired, Di	sposed of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) I	5. Amour Securitie: Beneficia Owned Followin Reported Transacti (Instr. 3 a	Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock					2,000	D	
Common Stock					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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) (Instr. 3, 4, and 5)	Expiration Da (Month/Day/Y	te	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (I	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Phantom Stock Units (1)	(1)	06/20/2006		A	19.572	<u>(1)</u>	<u>(1)</u>	Common Stock	19.572
Option (2)	\$ 51.125					11/14/2000	11/14/2010	Common Stock	2,000
Option (2)	\$ 64.57					11/13/2001	11/13/2011	Common Stock	2,000
Option (2)	\$ 54.28					02/11/2003	02/11/2013	Common Stock	2,000
Phantom Stock (3)	<u>(3)</u>					(3)	(3)	Common Stock	29.3618

Reporting Owners

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

Signatures

David A. Wisniewski, Attorney-in-Fact for Larry L. Prince

06/22/2006

**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 phantom stock units convert to common stock on a one-for-one basis. Includes additional shares acquired as a result of
- These phantom stock units 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

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