#### SUNTRUST BANKS INC

Form 4 July 20, 2007

# FORM 4

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

**OMB** 

**OMB APPROVAL** 

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Check this box if no longer subject to Section 16. 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(State)

(Zip)

1(b).

2. Issuer Name and Ticker or Trading PRINCE LARRY L Issuer Symbol SUNTRUST BANKS INC [STI] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction X\_ Director (Month/Day/Year) 10% Owner Officer (give title Other (specify 2999 CIRCLE 75 PARKWAY 07/18/2007 below)

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

> \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

> > I

5. Relationship of Reporting Person(s) to

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

ATLANTA, GA 30339

(City)

Stock

		Table 1 - Non-Derivative Securities Acquired, Disposed of, or Deficiently Owned							
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transactio	nAcquired	(A) or	Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	Disposed of (D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	4 and 5)	Owned	Indirect (I)	Ownership	
			Code V	Amount	(A) or (D) Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)	
Common Stock						2,000	D		
Common						1 000	т	C	

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 required to respond unless the form displays a currently valid OMB control number.

1,090

(9-02)

**Spouse** 

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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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	Amount Number Shares
Phantom Stock Units (1)	(1)	07/18/2007		A	17.0862	<u>(1)</u>	<u>(1)</u>	Common Stock	17.08
Option (2)	\$ 51.125					11/14/2000	11/14/2010	Common Stock	2,00
Option (2)	\$ 64.57					11/13/2001	11/13/2011	Common Stock	2,00
Option (2)	\$ 54.28					02/11/2003	02/11/2013	Common Stock	2,00
Phantom Stock (3)	<u>(3)</u>					<u>(3)</u>	(3)	Common Stock	5,072.1

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
•	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

07/20/2007

\*\*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).
- 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.
- (2) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (3) Restricted stock units granted under the SunTrust Banks, Inc. 2004 Stock Plan. Payments commence following the reporting person's departure from the Board of Directors of SunTrust Banks, Inc. These securities convert to common stock on a one-for-one basis.

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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