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SUNTRUST BANKS INC Form 4 April 03, 2008 FORM 4 UNITED STA		ITIES AND EXCHANGE	COMMISSION	OMB	PPROVAL 3235-0287			
Section 16. Form 4 or Form 5 obligations may continue. Form 17(a) c	Washington, D.C. 20549Number:3235-0287STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESExpires:January 31, 2005Filed 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 19400.5							
1. Name and Address of Reporting Pers Farnsworth Thomas C Jr	Symbol	Name and Ticker or Trading UST BANKS INC [STI]	5. Relationship of Reporting Person(s) to Issuer					
(Last) (First) (Midd 5865 RIDGEWAY CENTER PARKWAY, SUITE 315		Earliest Transaction	(Check all applicable) <u>X</u> Director Officer (give title10% Owner below) Other (specify below)					
(Street)		ndment, Date Original h/Day/Year)	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
MEMPHIS, TN 38120			Person					
(City) (State) (Zip	Table	e I - Non-Derivative Securities Ac			-			
(Instr. 3) a	Execution Date, if	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial			
Common Stock			507,486	D				
Common Stock			247	Ι	Spouse			
Common Stock			1,200 <u>(1)</u>	D				

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (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)	4. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) Disposed of (Instr. 3, 4, a 5)) or (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Option (2)	\$ 49.34						04/25/2001	04/25/2011	Common Stock	1,77
Option (2)	\$ 56.11						04/24/2002	04/24/2012	Common Stock	1,47
Option (2)	\$ 40.99						04/23/2003	04/23/2013	Common Stock	2,48
Option (3)	\$ 67.64						08/18/2004	04/25/2011	Common Stock	43
Phantom Stock Units <u>(4)</u>	<u>(4)</u>	04/01/2008		А	191.8159		(4)	<u>(4)</u>	Common Stock	191.8

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Farnsworth Thomas C Jr 5865 RIDGEWAY CENTER PARKWAY SUITE 315 MEMPHIS, TN 38120	Х				
Signatures					
Raymond D. Fortin, Attorney-in-Fact for T Farnsworth, Jr.	homas C.			04/03/2008	
** Signature of Reporting Person				Date	
Evenlay attack of Deensers					

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) Restricted stock held under SunTrust Banks, Inc. 2004 Stock Plan. The plan is exempt under Rule 16(b)-3.
- (2) Granted pursuant to the National Commerce Financial Corporation Amended and Restated Long-Term Incentive Plan.

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(3) Granted pursuant to the National Commerce Financial Corporation 2003 Stock and Incentive Plan.

The phantom stock units were accrued under the SunTrust Banks, Inc. Directors Deferred Compensation Plan and are to be settled upon

(4) 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.

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.