Edgar Filing: SUNTRUST BANKS INC - Form 4

SUNTRUST	BANKS INC								
Form 4									
April 10, 200									
FORM				ANCE		т	PPROVAL		
	Washington, D.C. 20549					OMB Number:	3235-0287		
if no long subject to Section 10	Section 16. SECURITIES Form 4 or				Expires: January 3 200 Estimated average burden hours per response 0.				
obligation may conti <i>See</i> Instru 1(b).	nue. Section 17(a) of the Public Uti	5(a) of the Securities ility Holding Company vestment Company A	ny Act of	1935 or Sectio	on			
(Print or Type R	esponses)								
1. Name and A PRINCE LA	ddress of Reporting P RRY L	Symbol	2. Issuer Name and Ticker or Trading Symbol SUNTRUST BANKS INC [STI]			5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M		Earliest Transaction	-	(Cheo	ck all applicable	e)		
	E 75 PARKWAY	(Month/Da	(Month/Day/Year) 04/08/2008			_X_Director10% Owner Officer (give titleOther (specify below)below)			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
ATLANTA,	GA 30339				Form filed by M Person	More than One Ro	eporting		
(City)	(State) (2	Zip) Table	e I - Non-Derivative Secu	ırities Acq	uired, Disposed o	of, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. 4. Securities TransactionAcquired (A Code Disposed of (Instr. 8) (Instr. 3, 4 an (A o) or (D) nd 5) A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common			Code V Amount (E	D) Price	(Instr. 3 and 4) 2,000	D			
Stock									
Common Stock					1,090	Ι	Spouse		

Reminder: Report on a separate line for each class of securities beneficially 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 number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

Reporting Owners

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 orDerivative Securities Acquired (<i>A</i> Disposed o (Instr. 3, 4, 5)	A) or f (D)	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 <u>(1)</u>	<u>(1)</u>	04/08/2008		А	27.0319		(1)	<u>(1)</u>	Common Stock	27.03
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>						(3)	(3)	Common Stock	5,251.5

Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
PRINCE LARRY L 2999 CIRCLE 75 PARKWAY ATLANTA, GA 30339	Х			
Signatures				
David A. Wisniewski, Attorney Prince		04/10/2008		
**Signature of Reportir		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
 (1) 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.