SUNTRUST BANKS INC

Form 4 May 01, 2008

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

5 Relationship of Reporting Person(s) to

See Instruction 1(b).

Common

Stock

04/29/2008

(Print or Type Responses)

1 Name and Address of Reporting Person *

	WILLIAM H JR	-	Symbol	r Name and Ticker or Trading RUST BANKS INC [STI]	Issuer			
(Last) (First) (Middle) 303 PEACHTREE STREET				f Earliest Transaction Day/Year) 008	DirectorX Officer (give below)		% Owner her (specify	
ATLANTA	(Street)			endment, Date Original nth/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 Person			
(City)	(State)	(Zip)	Tabl	le I - Non-Derivative Securities Ac	equired, Disposed o	of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price	Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock					6,750.592	I	401(k) (1)	
Common Stock					60	I	Custodian Account (2)	

12,441 A

43,886

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

A

Restricted

Stock (3)

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SEC 1474 (9-02)

D

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)				e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units (4)	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	644.9987
Option (5)	\$ 73.0625					11/09/2002	11/09/2009	Common Stock	1,365
Option (5)	\$ 73.0625					11/09/2002	11/09/2009	Common Stock	4,635
Option (6)	\$ 51.125					11/14/2003	11/14/2010	Common Stock	10,000
Option (6)	\$ 64.57					11/13/2004	11/13/2011	Common Stock	15,000
Option (6)	\$ 54.28					02/11/2006	02/11/2013	Common Stock	15,000
Option (6)	\$ 73.19					02/10/2007	02/10/2014	Common Stock	18,000
Option (7)	\$ 73.14					02/08/2008	02/08/2015	Common Stock	18,000
Option (7)	\$ 71.03					02/14/2009	02/14/2016	Common Stock	32,000
Option (7)	\$ 85.06					02/13/2010	02/13/2017	Common Stock	35,000
Option (7)	\$ 64.58					02/12/2011	02/12/2018	Common Stock	88,800

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ROGERS WILLIAM H JR 303 PEACHTREE STREET ATLANTA, GA 30308

Corporate Exec. Vice President

Signatures

David A. Wisniewski, Attorney-in-Fact for William H. Rogers, Jr.

05/01/2008

**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) 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.
- (2) Held as Custodian for daugher, Heather Christian Rogers, and son, David Henry Rogers.
 - Restricted stock granted under 1986 SunTrust Executive Stock Plan, 1995 SunTrust Executive Stock Plan, SunTrust Banks, Inc. 2000 Stock Plan and SunTrust Banks, Inc. 2004 Stock Plan. Subject to certain vesting conditions. Restricted stock agreements contain tax
- withholding features allowing stock to be withheld to satisfy tax withholding obligations. These plans are exempt under Rule 16(b)-3. Includes 6,728 shares which vest on 2/14/2009 and 5,713 shares which vest on 2/13/2010.
- (4) The reported phantom stock units were acquired under SunTrust Banks, Inc.'s 401(k) excess benefit plan. These phantom stock units convert to common stock on a one-for-one basis.
- (5) Granted pursuant to the 1995 SunTrust Executive Stock Plan.
- (6) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (7) 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.

Reporting Owners 3