

SUNTRUST BANKS INC  
 Form 4  
 October 31, 2008

**FORM 4**

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**REED WILLIAM R JR**

(Last) (First) (Middle)  
 303 PEACHTREE STREET  
 (Street)

ATLANTA, GA 30308

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**SUNTRUST BANKS INC [STI]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 10/29/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Vice Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/29/2008		M		49,530	A	\$ 31.93
Common Stock	10/29/2008		S		49,530	D	\$ 40
Common Stock					5,499.4018	I	401(k) <sup>(1)</sup>
Common Stock					33,497	I	Restricted Stock <sup>(2)</sup>
Common Stock					29,200	I	Spouse

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

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(9-02)

**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. Transaction Code (Instr. 8)	5. Number of 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 or Number of Shares
Option <sup>(3)</sup>	\$ 48.33					10/01/2004	01/14/2013	Common Stock	2,069
Option <sup>(3)</sup>	\$ 52.09					10/01/2004	01/15/2012	Common Stock	1,919
Option <sup>(3)</sup>	\$ 48.33					01/14/2004	01/14/2013	Common Stock	24,347
Option <sup>(3)</sup>	\$ 52.09					01/15/2003	01/15/2012	Common Stock	36,157
Option <sup>(4)</sup>	\$ 49.97					01/16/2002	01/16/2011	Common Stock	19,168
Option <sup>(4)</sup>	\$ 31.93	10/29/2008		M	49,530	07/05/2001	07/05/2010	Common Stock	49,530
Option <sup>(5)</sup>	\$ 56.17					10/01/2004	01/21/2014	Common Stock	49,926
Option <sup>(6)</sup>	\$ 71.24					10/01/2007	10/01/2014	Common Stock	100,000
Option <sup>(6)</sup>	\$ 71.03					02/14/2009	02/14/2016	Common Stock	47,734
Option <sup>(6)</sup>	\$ 85.06					02/13/2010	02/13/2017	Common Stock	42,000
Option <sup>(6)</sup>	\$ 64.58					02/12/2011	02/12/2018	Common Stock	84,500
Phantom Stock Units <sup>(7)</sup>	<sup>(7)</sup>					<sup>(7)</sup>	<sup>(7)</sup>	Common Stock	480,965
	<sup>(8)</sup>					<sup>(8)</sup>	<sup>(8)</sup>		333,359

Phantom  
Stock  
Units <sup>(8)</sup>

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REED WILLIAM R JR 303 PEACHTREE STREET ATLANTA, GA 30308			Vice Chairman	

## Signatures

David A. Wisniewski, Attorney-in-Fact for William R.  
Reed, Jr. 10/31/2008

\_\_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) Acquired under the National Commerce Financial Corporation Investment Plan, which was frozen on 12/31/04, and merged into the SunTrust Banks, Inc. 401(k) Plan on July 1, 2005. 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) Restricted stock granted under SunTrust Banks, Inc. 2004 Stock Plan. Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. This plan is exempt under Rule 16(b)-3. Includes 12,475 shares which vest on 2/14/2009 and 9,522 shares which vest on 2/13/2010.

(3) Granted pursuant to the National Commerce Financial Corporation Amended and Restated Long-Term Incentive Plan.

(4) Granted pursuant to the National Commerce Financial Corporation 1994 Stock Plan, Amended and Restated.

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

(6) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.

(7) Acquired under the National Commerce Bancorporation Deferred Compensation Plan, which is a frozen plan. These phantom stock units convert to common stock on a one-for-one basis. Payouts occur annually in January, ending in 2009.

(8) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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