SUNTRUST BANKS INC

Form 4

March 03, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

SUNTRUST BANKS INC [STI]

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

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

Symbol

30(h) of the Investment Company Act of 1940 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Farnsworth Thomas C Jr

(Last) (First)

(Middle)

5335 DISTRIPLEX FARMS DRIVE 03/02/2006

(Street)

MEMPHIS, TN 38141

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X_ Director 10% Owner Other (specify

Officer (give title below)

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) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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	Transaction	nAcquired	(A) or	r	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	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					(A)		Transaction(s)		
			Codo V	A ma arrest	or (D)	Price	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			

Common 03/02/2006 V 2,800 D <u>(1)</u> 275,788 D Stock

Common 247 Ι **Spouse** Stock

Common $D^{(2)}$ 1,200 Stock

Common 230,378 Trust (3) Stock

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 (9-02)

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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. Transactic Code (Instr. 8)	5. DinNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			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 (4)	\$ 49.34					04/25/2001	04/25/2011	Common Stock	1,773
Option (4)	\$ 56.11					04/24/2002	04/24/2012	Common Stock	1,473
Option (4)	\$ 40.99					04/23/2003	04/23/2013	Common Stock	2,489
Option (5)	\$ 67.64					08/18/2004	04/25/2011	Common Stock	431
Phantom Stock Units (6)	<u>(6)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	1,885.5638

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
Farnsworth Thomas C Jr 5335 DISTRIPLEX FARMS DRIVE MEMPHIS, TN 38141	X						

Signatures

Raymond D. Fortin, Attorney-in-Fact for Thomas C.
Farnsworth, Jr. 03/03/2006

**Signature of Reporting Person

Reporting Owners 2

Date

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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) This transaction is a gift.
- (2) Restricted stock held under SunTrust Banks, Inc. 2004 Stock Plan. The plan is exempt under Rule 16(b)-3.
- (3) The Thomas C. Farnsworth, Jr. Irrevocable Trust Agreement of 2005.
- (4) Granted pursuant to the National Commerce Financial Corporation Amended and Restated Long-Term Incentive Plan.
- (5) Granted pursuant to the National Commerce Financial Corporation 2003 Stock and Incentive Plan.
 - Acquired under the SunTrust Banks, Inc. Directors Deferred Compensation Plan and are to be settled upon the reporting person's
- (6) retirement. Directors fees are deferred into this plan and are accounted for as if invested in SunTrust common stock. 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.