

ROGERS WILLIAM H JR
Form 4
January 05, 2009

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 *
ROGERS WILLIAM H 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)
12/31/2008

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)
Corporate Exec. Vice President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 24,480 | D | |
| Common Stock | | | | | 7,179.671 | I | 401(k) ⁽¹⁾ |
| Common Stock | | | | | 60 | I | Custodian Account ⁽²⁾ |
| Common Stock | | | | | 43,886 | I | Restricted Stock ⁽³⁾ |

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 Number Shares |
| Phantom Stock Units ⁽⁴⁾ | ⁽⁴⁾ | | | | | | | ⁽⁴⁾ | ⁽⁴⁾ | Common Stock | 680.65 |
| 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 |
| Option ⁽⁷⁾ | \$ 29.54 | 12/31/2008 | | A | | 100,000 | | 12/31/2011 | 12/31/2018 | Common Stock | 100,000 |

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. 01/05/2009

__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 daughter, 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.
 - (3) 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.
 - (4) Granted pursuant to the 1995 SunTrust Executive Stock Plan.
 - (5) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
 - (6) Granted pursuant to the SunTrust Banks, Inc. 2004 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.