

SUNTRUST BANKS INC
Form 4
August 31, 2006

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)
08/29/2006

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)
				(A) or (D) Price			
Common Stock	08/01/2006		G	V 48,589	A <u>(1)</u> 48,589	D	
Common Stock	08/29/2006		S	10,000	D \$ 76.75 38,589	D	
Common Stock	08/29/2006		S	300	D \$ 77.02 38,289	D	
Common Stock	08/30/2006		S	5,896	D \$ 76.4 32,393	D	
Common Stock						I	401(k) <u>(2)</u>

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Common Stock 08/01/2006 G V 48,589 D (1) 124,200 I 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.

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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)	8. Amount or Number of Shares
Option ⁽³⁾	\$ 48.33					10/01/2004 01/14/2013	Common Stock	2,069
Option ⁽³⁾	\$ 52.09					10/01/2004 01/15/2012	Common Stock	1,919
Option ⁽³⁾	\$ 48.33					01/14/2004 01/14/2013	Common Stock	24,347
Option ⁽³⁾	\$ 52.09					01/15/2003 01/15/2012	Common Stock	36,157
Option ⁽⁴⁾	\$ 49.97					01/16/2002 01/16/2011	Common Stock	19,168
Option ⁽⁴⁾	\$ 31.93					07/05/2001 07/05/2010	Common Stock	49,530
Option ⁽⁴⁾	\$ 35.84					01/14/1999 01/14/2009	Common Stock	12,383
Option ⁽⁵⁾	\$ 56.17					10/01/2004 01/21/2014	Common Stock	49,926
Option ⁽⁶⁾	\$ 71.24					10/01/2007 10/01/2014	Common Stock	100,000
Option ⁽⁶⁾	\$ 71.03					02/14/2009 02/14/2016	Common Stock	47,734
	<u>(7)</u>					<u>(7)</u> <u>(7)</u>		1,306.639

