Doerr Thomas L Jr
Form 4
November 21, 2017

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Doerr Thomas L Jr

(Last) (First) (Middle)

2400 SOUTH 44TH STREET

(Street)

MANITOWOC, WI 54220

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
MANITOWOC CO INC [MTW]

3. Date of Earliest Transaction (Month/Day/Year)
11/20/2017

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)
SVP, General Counsel & Secreta

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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			

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

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SEC 1474 (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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. T Un (Ins

	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				Tit
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	
11.20.2017RSAOFFICER	$ 0	11/20/2017		A		11,000 (1)		11/20/2020	11/20/2020	Co S

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Doerr Thomas L Jr 2400 SOUTH 44TH STREET MANITOWOC, WI 54220			SVP, General Counsel & Secreta	

Signatures

Thomas L. Doerr, Jr.	11/21/2017
**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) Grant of restricted stock units (RSUs) vest 100% on 11/20/2020.

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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Garrett Jr., Blake P.

$73,500 $97,749 $0 $0 $0 $171,249

Garrott, Thomas M.

$28,500 $0 $0 $0 $0 $28,500

Hughes, David H.

$88,000 $97,749 $0 $0 $0 $185,749

Isdell, E. Neville

$63,000 $28,872 $0 $0 $0 $91,872

Ivester, M. Douglas

$92,500 $2,520 $0 $0 $6,000 $101,020

Lanier, J. Hicks

$72,000 $71,397 $0 $0 $8,000 $151,397

Minor III, G. Gilmer

$79,500 $97,749 $0 $0 $0 $177,249

Prince, Larry L.

$83,500 $2,520 $0 $0 $4,000 $90,020

Royal, Frank S.

$76,500 $97,749 $0 $46,069 $0 $174,249

Williams, Karen Hastie

$81,000 $47,691 $0 $5,644 $0 $128,691

Wynn Jr., Phail

$78,000 $97,749 $0 $0 $0 $175,749

(1) Does not include employee directors. We report amounts paid to James M. Wells III in the Summary Compensation Table and to Mr. Humann in the narrative, above. Mr. Garrott s term as a director expired on April 17, 2007.

(2) We report in this column the cost recognized for financial statement reporting purposes calculated in accordance with FAS 123(R), but (pursuant to SEC regulations) without reduction for estimated forfeitures. Please refer to footnote 16 to our financial statements in our Annual Report on Form 10-K for the year ended December 31, 2007 for a discussion of the assumptions related to the calculation of such value. The awards made to each director in 2007 had an aggregate grant date fair value of $100,080, based on the closing market price of $83.40 on the grant date, April 17, 2007. Stock award amounts reflect grants of restricted stock except for Messrs. Correll, Isdell, Ivester and Ms. Williams, which reflect amounts expensed for restricted stock units. We account for restricted stock units using liability accounting and mark the value of the grants to market quarterly. Therefore, the stock award compensation reported for directors who received grants of restricted stock units in the current or prior years will fluctuate as the market price of SunTrust common stock fluctuates. As of December 31, 2007, each director named in the table above held 1,200 shares of unvested restricted stock or 1,200 unvested restricted stock units, other than Mr. Garrott who held none.

(3) As of December 31, 2007, our directors held the following number of unexercised options (vested and unvested): Messrs. Brown, Correll, Hughes, Ivester, and Prince, and Mrs. Frist and Dr. Royal, 6,000; Mr. Farnsworth, 6,166; Mr. Garrott, 612,438; Ms. Williams, 2,000; and Messrs. Beall, Crowe, Garrett, Isdell, Lanier, and Minor, and Dr. Wynn: 0.

(4) Our non-employee directors do not participate in our non-equity incentive compensation plans or retirement plans. Amounts shown for Dr. Royal and Ms. Williams represent earnings on previously earned board fees, deferred by them under the Crestar Directors Deferred Compensation Plan, to the extent the fixed rate earned under such plan exceeds 120% of the applicable federal long-term rate. We report earnings on nonqualified deferred compensation only to the extent such earnings are preferential or above market.

(5) Includes fees (if any) for service on local advisory boards of SunTrust subsidiaries. No non-employee director received perquisites or personal benefits in 2007 in excess of $10,000.

Explanation of Responses:

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EXECUTIVE OFFICERS

The Board elects executive officers annually following the Annual Meeting of Shareholders to serve until the meeting of the Board following the next Annual Meeting. The following table sets forth the name of each executive officer as of December 31, 2007 and the principal positions and offices he holds with SunTrust. Unless otherwise indicated, each of these officers has served as an executive officer of SunTrust or a principal subsidiary for at least 5 years.

Name	Age	Officers
James M. Wells III	61	President & Chief Executive Officer
William R. Reed, Jr.	61	Vice Chairman
Mark A. Chancy	43	Corporate Executive Vice President and Chief Financial Officer
David F. Dierker	50	Corporate Executive Vice President and Chief Administrative Officer
Thomas E. Freeman	56	Corporate Executive Vice President, Chief Credit Officer, and Chief Risk Officer
Raymond D. Fortin	55	Corporate Executive Vice President, General Counsel and Corporate Secretary
C. Eugene Kirby	48	Corporate Executive Vice President
William H. Rogers, Jr.	50	Corporate Executive Vice President
Timothy E. Sullivan	57	Corporate Executive Vice President and Chief Information Officer

James M. Wells III. President and Chief Executive Officer of SunTrust since January 1, 2007. From December 9, 2004 until December 31, 2006, Mr. Wells was President and Chief Operating Officer of SunTrust. From August 2000 until December 9, 2004, Mr. Wells was a Vice Chairman of SunTrust with responsibility for oversight of SunTrust s commercial, retail, mortgage and wealth and investment management lines of business, as well as senior executive responsibility for SunTrust s marketing and corporate strategy units. Since February 2003, Mr. Wells has had responsibility for SunTrust s technology and operations functions. On December 9, 2004, Mr. Wells added the Corporate and Investment Banking Group to his responsibilities.

William R. Reed, Jr. Vice Chairman of SunTrust since October 1, 2004, with responsibility for SunTrust s 4 geographic banking groups and the Corporate Sales Administration function. From May 2003 to October 2004, Mr. Reed was President and Chief Executive Officer of National Commerce Financial Corporation. From July 2000 until May 2003 he was Chief Operating Officer for National Commerce Financial Corporation. National Commerce Financial Corporation merged into SunTrust on October 1, 2004.

Mark A. Chancy. Corporate Executive Vice President and Chief Financial Officer of SunTrust since August 10, 2004. In 2006, Mr. Chancy assumed additional responsibility for SunTrust s merger and acquisition activities. From July 2001 until August 10, 2004, he was Senior Vice President and Treasurer of SunTrust. From 1997 to July 2001, he was Chief Financial Officer of The Robinson-Humphrey Company.

David F. Dierker. Corporate Executive Vice President and Chief Administrative Officer of SunTrust since December 9, 2004. From January 2000 to November 2004, Mr. Dierker served as Strategic Financial Officer of SunTrust.

Thomas E. Freeman. Corporate Executive Vice President and Chief Credit Officer since January 19, 2006, and Chief Risk Officer of SunTrust since August 14, 2007. Prior to joining SunTrust, Mr. Freeman was a Principal at KPMG where he was responsible for providing credit risk and other advisory services to a variety of clients including larger commercial banks. He joined KPMG in 2004 after a 14-year career at Fleet Boston Financial and its predecessors, where he held a series of increasingly responsible positions including: managing director, corporate strategy and development; consumer lending executive credit officer; director of portfolio management; and corporate vice president, commercial real estate.

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Raymond D. Fortin. Corporate Executive Vice President since December 9, 2004 and General Counsel. Mr. Fortin is responsible for legal affairs and also serves as Corporate Secretary.

C. Eugene Kirby. Corporate Executive Vice President with responsibility for the retail banking line of business, the commercial line of business, consumer product management, call center operations and corporate marketing. Prior to 2002, Mr. Kirby was the Director of eBusiness for SunTrust and prior to that he was a regional retail line of business manager. He assumed responsibility for the corporate marketing activities in November 2006. He assumed responsibility for the commercial line of business and consumer product management in August 2007.

William H. Rogers, Jr. Corporate Executive Vice President with responsibility for the wealth and investment management, corporate and investment banking, and mortgage lines of business. Since October 2000, Mr. Rogers has had responsibility for the wealth and investment management line of business. In December 2004, Mr. Rogers assumed responsibility for SunTrust s mortgage and commercial lines of business. In November 2006, Mr. Rogers assumed responsibility for SunTrust s corporate and investment banking lines of business.

Timothy E. Sullivan. Corporate Executive Vice President and Chief Information Officer since January 2003, with responsibility for technology and operations. In November, 2006, Mr. Sullivan assumed expanded responsibility for SunTrust s payments strategy. Prior to January 2003, he served as executive vice president and group technology executive at Wells Fargo Corporation.

EXECUTIVE COMPENSATION

Compensation Committee Processes and Procedures

The Compensation Committee of the Board, which we refer to in this section as the Committee, makes decisions regarding the compensation of our executives. Specifically, the Committee has strategic and administrative responsibility for a broad range of issues. These include ensuring that we compensate key management employees effectively and in a manner consistent with our stated compensation strategy and the requirements of the appropriate regulatory bodies. The Committee also oversees the administration of executive compensation plans, including the design, performance measures, and award opportunities for the executive incentive programs, and certain employee benefits. The Board appoints each member of the Committee and has determined that each is an independent director.

The Committee s policy requires it to review executive officer compensation at least annually. The Committee makes these reviews to ensure that senior management compensation is consistent with our compensation philosophies, company and personal performance, changes in market practices, and changes in an individual s responsibilities. At the Committee s first regular meeting each year, which it typically holds in February, the Committee makes a more specific review which focuses on performance and awards for the most recently-completed fiscal year.

To assist in its efforts to meet the objectives outlined above, the Committee has retained Towers Perrin, a nationally known executive compensation and benefits consulting firm to advise it on a regular basis on the executive compensation and benefit programs. The Committee engaged the consultant to provide general executive compensation consulting services and to respond to any Committee member s questions and to management s need for advice and counsel. In addition, the consultant performs special executive compensation projects and consulting services from time to time as directed by the Committee. The consultant reports to the Committee Chairman. Pursuant to the Committee s charter, the Committee has the power to hire and fire such consultant and engage other advisors.

The Committee has the authority to determine, and approve, the individual elements of total compensation paid to the CEO and other executives holding the title of Corporate Executive Vice President or higher, and the

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general elements of total compensation for other senior officers. The Committee reviews the performance and compensation of the Executive Chairman of the Board and the CEO, and each of their direct reports, which includes all of the executive officers named in this Proxy Statement. The CEO and members of SunTrust s Human Resources assist in the reviews of such direct reports. Presently, the consultant supports such reviews by providing data regarding market practices and making specific recommendations for changes to plan designs and policies consistent with our philosophies and objectives discussed below. The CEO determines the compensation of other senior officers based in part on market data provided by the compensation consultant, and the Committee annually reviews the general elements of such compensation. The Committee also approves the size of the pool of stock-based awards to be granted to other employees, but delegates to the CEO or to the Chief Administrative Officer the authority to make and approve specific awards to employees other than the named executive officers.

In determining the amount of named executive officer compensation each year, the Committee reviews competitive market data from the banking industry as a whole and the peer group specifically. It makes specific compensation decisions and awards based on such data, company performance, and individual performance and circumstances. With regard to formula-based incentives, the Committee develops performance targets using management s internal business plan, industry and market conditions, and other factors.

COMPENSATION DISCUSSION AND ANALYSIS

Overall Compensation Philosophy and Objectives

SunTrust welcomes the opportunity to share this Compensation Discussion and Analysis (CD&A) with our shareholders. We understand that investors have a vested interest in executive compensation, with a specific focus on the Named Executive Officers (NEOs). The NEOs include our Chief Executive Officer, Chief Financial Officer, and our 3 other most highly compensated executive officers.

This section summarizes, with respect to the compensation paid to our NEOs:

- Our executive compensation programs.
- The objectives of our executive compensation programs.
- Recent decisions by us regarding 2008 compensation.

We have designed a compensation framework to drive financial performance and increase shareholder value. The principles of this framework include:

- Pay should align with performance.
- Pay should be competitive with the market.
- Pay should be at risk to align with shareholder risk.

We designed our compensation programs to accomplish the following objectives:

- Attract talented and experienced executives.
- Retain the executive management required to lead SunTrust.

Encourage improvement in individual and business performance.

Recognize the importance of improving shareholder value.

Decisions Regarding Composition of Total Compensation

Total direct compensation for all NEOs is a mix of cash and long-term incentives. Total cash includes base salary and the short-term incentive plan. Long-term incentives includes both equity and long-term cash. Base salary is the only portion of compensation that is not at risk. We attempt to provide a majority of all

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compensation (known as total direct compensation) paid to our NEOs as non-cash, and tie more than 70% to our performance. This means that shareholder returns, along with corporate, business unit and individual performance, both short and long term, determine the largest portion of executive pay. The Committee uses stock options and performance units to motivate executives to align the executives interests with shareholders interest and to focus on the long-term performance of the business. Our emphasis on compensation elements other than base salary subjects our executives to downside risk related to our performance, and this significantly affects their overall compensation.

Corporate and Individual Performance Measures

Building on our pay for performance principle, we choose corporate performance measures that are key to our financial success. For example, we base payments under our short-term incentive plan, the Management Incentive Plan (MIP), on both Net Income Available to Common Shareholders and Return on Equity. We also establish individual performance measures annually under MIP. We base payments under our long-term plan, the Performance Unit Plan (PUP), on growth in earnings over a 3-year period.

For our NEOs, we tie formula-driven compensation almost entirely to corporate performance, although individual performance also affects pay. For example, each year the Committee considers merit increases to base pay tied to individual performance. Also, the Committee has the discretion to revise payouts under MIP based on individual performance. The CEO also has similar discretion with respect to MIP payouts. The Committee considers individual performance, long term potential, and the other NEOs individual factors when determining the size of long-term incentive compensation grants. Among the elements of individual performance considered by the Committee are leadership, talent management, risk management, and improvement in financial performance, including growing the business, efficiency and productivity.

Market Competitiveness

To ensure that SunTrust continues to offer competitive total compensation to our NEOs, annually we review the marketplace where we compete directly for executive talent. We look at the market in 2 ways: as a select group of peer companies and as a broader financial services industry. From this review, we generally target total compensation (including base salary, short-term incentives, long term incentives and benefits) at peer median.

Our primary market focus is our select group of peer companies. We chose these companies based on generally similar attributes of size, number of employees, product offerings, and geographic scope. Currently, our peer group consists of the following companies:

Bank of America Corporation.	PNC Financial Services Group Incorporated.
BB&T Corporation.	Regions Financial Corporation.
Fifth Third Bancorp.	US Bancorp.
KeyCorp.	Wachovia Corporation.
National City Corporation.	Wells Fargo and Company.

In some cases, the availability of relevant peer information is limited for some specific executive positions. We also recognize that we may compete for the same executive talent with all financial services companies. Additionally, we believe that the integrity of our executive compensation decisions improve with additional information. Therefore, we sometimes review financial services industry compensation data from quality, published surveys which are relatively easy to obtain. The surveys include data from commercial banks, thrifts, diversified financial services, consumer finance, asset management, investment banking, and insurance companies of approximately the same asset size. Specifically, the Committee uses this data, in addition to the peer group data, largely in the review of base salaries, but the Committee also uses it when making short-term and long-term incentive decisions.

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We believe that our market review assists us in making executive compensation decisions that are consistent with our objectives, especially those of attracting, retaining and motivating our executive officers. Also, because the current marketplace is the most relevant, when making annual executive compensation decisions, the Committee does not take into account an individual s accumulated value from past compensation grants.

Executive Compensation Program Overview

Our executive compensation program has 4 parts:

- Base Salary.
- Short-Term (Annual) Incentives.
- Long-Term Incentives.
- Benefits.

1. Base Salary

We pay base salaries to attract and retain talented executives. The level of base salaries we pay depends mostly on their experience, duties, and scope of responsibility. We generally determine annual increases to base salary on an individual s performance and/or changed responsibilities. We target the level of base salary at peer median to be competitive. We emphasize compensation that is at risk based on our performance. Base salary directly affects the size of MIP awards, because we express MIP awards as a percentage of salary. Base salary also indirectly affects the level of benefits.

2. Short-Term (Annual) Incentives

The Management Incentive Plan (MIP) is our short-term cash incentive which rewards the achievement of annual performance goals, primarily financial goals. We designed the MIP to:

- Support our strategic business objectives.
- Promote the attainment of specific financial goals.
- Reward achievement of specific performance objectives.
- Encourage teamwork.

All NEOs participate in MIP. The amount paid to an executive under MIP is a function of:

- The executive s target (percentage of base salary) as determined through our competitive market review of their role.

The level of achievement of MIP goals which were established by the Committee for the executive.

The payout amounts established by the Committee which correspond to minimum, target, and maximum levels of performance.
We target our annual incentive at the median of peer practice. The size of the annual incentive indirectly affects the size of nonqualified pension benefits and the potential payment under our change in control agreements, discussed below.

In February of each year, the Committee establishes target performance measures based largely on management s confidential business plan and corresponding budget for that year, which would include revenue growth, cost reductions, and profit improvement. The MIP has 2 performance measures: net income available to common shareholders (75% weighting) and return on equity (25% weighting). The Committee also sets

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minimum and maximum performance levels for each performance measure. Maximum award targets reflect very ambitious goals which can only be attained when business results are exceptional and which have never been met, thus justifying the higher award payments.

For the NEOs, we base all MIP performance measures solely on corporate performance measures because they hold positions that have a substantial impact on the achievement of those measures. This approach also suggests that the collective individual performance will result in improved business performance and a favorable impact on shareholder value.

Actual payouts under MIP depend on the level at which we achieve the performance measures. Achievement at target for each performance measure results in a final award payment equal to the target incentive award payment. Actual performance at only the minimum performance level results in a final award payment equal to 50% of the target award amount. Actual performance above the target produces an award greater than the target award, up to 200%. We use straight-line interpolation to calculate payout values between minimum, target, and maximum levels. This means that we determine actual payouts by formula and that payouts are directly proportional to actual performance. Each 1% of actual performance below target but above the minimum affects the payout by 5%, and each 1% of actual performance above target but below the maximum affects the payout by 10%. For example, if actual performance were determined to be 97% or 3% below target, then the payout would be 85% of target. Similarly, if actual performance were determined to be 103%, or 3% above target, then the payout would be 130% of target. For 2007, the Committee set minimum, target and maximum goals for net income available to common shareholders (in millions) of $1,995.3, $2,217.0, and $2,438.7 and return on equity of 12.35%, 13.0%, and 14.3%.

The Committee reviews actual performance relative to pre-set goals and, in doing so, determines the amount of any final award payment. In determining final awards, the Committee considers adjusting GAAP net income available to common shareholders and return on equity for unplanned, unusual or non-recurring items of income or expense. In addition, the Committee has the discretion to increase or decrease such amount to be paid to the CEO, and the CEO has the discretion to increase or decrease the amount to be paid to the other NEOs. During 2007, the financial industry faced significant challenges. Mark-to-market valuation losses and credit pressures caused by volatility in the mortgage and capital markets impacted earnings significantly. For the 2007 MIP, both net income available to common shareholders and return on equity fell below the minimum, which would have resulted by formula in a zero MIP payment. However, the Committee recognized that with these adverse industry financial conditions, it was important to balance pay for performance with the retention of key talent. As a result, the Committee exercised its discretion and paid the corporate portion of MIP at the minimum level, 50% of target, for all participants. However, Mr. Wells and Mr. Rogers declined this discretionary award, resulting in a zero 2007 MIP payment to these officers. In 2007, the CEO exercised his discretion under the plan and reduced the MIP payment to certain of his direct reports on a case by case basis after considering line of business performance, individual responsibilities, overall financial performance, and other factors.

3. Long-Term Incentives

We reward effective long-term management decision making through our long-term incentives. These incentives focus attention on long-range objectives and future returns to shareholders. Currently, we use the PUP and time-vested stock options to provide long-term incentives to our NEOs. We target roughly equal awards under PUP and stock options in order to balance the 3-year net income available to common shareholders and earnings per share measures under PUP, with the long-term stock price measure reflected in the use of stock option grants. For our NEOs, we target the median of peer practice, both when determining the size of long-term incentives and when allocating between long-term and currently paid out compensation.

The Committee has closely examined the relationship between the PUP portion of our long-term incentive plan and the extraordinary industry challenges experienced in 2007. Additionally, we have considered the continuing financial volatility caused by mark-to-market adjustments and severe credit pressures within our

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industry. Lastly, the Committee is very concerned with the ability to attract, retain, and motivate talent at a time when it is needed most. As a result, we will shift from PUP to restricted stock for senior executives in 2008 and future years.

Performance Unit Plan

The purpose of the PUP is to promote the long-term interests of SunTrust and of our shareholders. It rewards those executives who contribute significantly to our long-term strategy development and financial performance.

Like MIP, the amount paid to an executive under PUP is a function of:

- The number of PUP units granted to the executive as determined through our competitive market review of their role.

- The level of achievement of PUP performance measures.

- The payout amounts established by the Committee which correspond to minimum, target, and maximum levels of performance.

Each PUP unit has a target value of $30. The Committee determines the final value of each unit at the conclusion of a 3-year performance cycle. We establish one or more measures of corporate performance at the beginning of each performance cycle and corresponding minimum, target, and maximum unit values at given levels of performance. The performance measures for the 2007-2009 performance cycle were 3-year cumulative net income available to common shareholders and 3-year cumulative earnings per share.

The Committee sets target performance measures based in part upon our confidential business plan and corresponding budget. For the 2007-2009 cycle, the Committee set the 3-year consolidated net income available to common shareholders and 3-year consolidated earnings per share targets based on industry expectation, market opportunities, and other factors the Committee believed were relevant. For the 2005-2007 performance cycle, the Committee set minimum, target and maximum goals for 2005-2007 cumulative net income available to common shareholders (in millions) of $5,802.0, $6,447.0, and $7,092.0, and 2005-2007 cumulative earnings per share of $16.01, $17.79, and $19.57 per share.

At the end of each 3-year performance cycle, the Committee determines the payout value using the higher of actual net income available to common shareholders or earnings per share relative to the minimum, target and maximum performance objectives for the 3-year performance cycle. Achievement of the performance targets results in a final award payment corresponding to the target incentive award payment, depending on the level of achievement. Actual performance at the minimum performance level results in a final award payment equal to 50% of the target award amount, and actual performance below the minimum results in no final award payment. Actual performance above target produces a larger than target award, up to 200% of target award. We use straight-line interpolation to calculate payout values between minimum, target, and maximum levels. This means that we determine actual payouts by formula and that actual payouts are directly proportional to actual performance. Each 1% of actual performance below target but above the minimum affects the payout by 5% and each 1% of actual performance above target but below the maximum affects the payout by 10%. For example, if actual performance were determined to be 97% or 3% below target, then the payout would be 85% of target. Similarly, if actual performance were determined to be 103% or 3% above target, then the payout would be 130% of target.

The Committee assesses actual performance relative to the performance targets and thereby determines the amount of any final award payment. The Committee has the discretion to adjust actual results. However, because PUP performance cycles are longer than under MIP, absent extraordinary events, the Committee typically does not exercise this discretion. The Committee determined that, based on the higher EPS performance results over the 2005-2007 cycle, we achieved a minimum payment of $15 per PUP unit.

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Stock Options

In addition to the PUP, we make annual stock option awards to senior executives. We use these awards to provide a long-term linkage between the interests of the executives and our shareholders and to attract and retain executive talent. Stock options represent approximately half of our NEOs long-term incentive compensation. Stock options generally have a ten-year term and vest (100%) 3 years after the date of grant. The executive benefits only to the extent our stock price appreciates, which is aligned with shareholder return.

2008 Long-Term Incentive Changes

The Committee has thoroughly considered the significant challenges that we and our industry faced in 2007. Going beyond its 2007 discretionary MIP decision, it examined our long-term incentives as well. From that thorough review, several modifications to our long-term incentives will be made in 2008, reflecting continuing industry volatility and a concern to retain key talent to lead us through this turbulent time.

First, the Committee has decided to cancel the outstanding 2006-2008 and 2007-2009 PUP cycles. Current market conditions within the financial services industry have made it increasingly difficult to project earnings over a 3-year period, as is the case with PUP. The PUP goals, for these outstanding cycles, were set before entering this period of unprecedented volatility and as a result there is a high probability that there would be no incentive payout for them. That outcome does not align with our pay for performance and retention strategies. Because of this cancellation, the Committee has approved a special, one-time grant of restricted stock to be made in 2008 to all PUP participants, including the NEOs. The Committee considered the target value of the original PUP grant, 2007 performance shortfalls, the transition from cash to equity awards, and overall market conditions in determining the appropriate grant size. The resulting grant size is a lesser value than the original PUP grant value for 2 reasons: a reduced stock price and an additional 10% discount factor.

Second, the Committee intends to replace PUP with grants of restricted stock in 2008 and in future years for the NEOs and other senior executives. This change will increase the proportion of total direct compensation that we pay in stock, rather than cash, and will further align NEO pay with shareholder returns. The Committee expects that restricted stock and stock options will comprise roughly equal parts of the long-term incentive. The Committee believes that its decision to replace PUP with restricted stock will more closely align our practices with peer practices.

4. Benefits

A. 401(k) Plan and 401(k) Excess Plan Matching Contributions

We offer a qualified 401(k) Plan and a nonqualified 401(k) Excess Plan to provide tax-advantaged savings vehicles. We make matching contributions to the 401(k) Plan and the 401(k) Excess Plan to encourage employees to save money for their retirement. These plans, and our contributions to them, enhance the range of benefits we offer to executives and enhance our ability to attract and retain employees.

Under the terms of the qualified 401(k) Plan, employees may defer from 1% to 20% of their eligible pay, and we match the first 3% on a dollar-for-dollar basis, and 50% of the next 2% for a total match of 4% of eligible pay for each participant who defers 5% or more of his or her eligible pay. We deposit our matching contribution into the 401(k) Plan s common stock fund and all matching contributions are immediately eligible for diversification by participants.

We also maintain a nonqualified 401(k) Excess Plan to provide benefits that would have otherwise been provided under the qualified 401(k) Plan to certain participants but for certain maximum statutory limits imposed on qualified plan benefits (for example, annual limits on eligible pay and contributions). Generally, members of senior management whose eligible pay exceeds the qualified plan compensation limit are eligible for the 401(k) Excess Plan. Because the 401(k) Excess Plan is unfunded, we account for all participants deferrals plus our

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matching contributions in phantom units. Participants investment choices in the 401(k) Excess Plan mirror many of the investment options allowed in the 401(k) Plan, except that participants may not choose any investment vehicle tied to the value of SunTrust common stock or to a bank collective fund.

We determine our matching contributions to both plans in part by the level of participation by the executive. We cap our matching contributions at specific amounts (except in the 401(k) Excess Plan, where we do not subject Mr. Wells and a small number of other participants who are not NEOs to the matching limit because they have protected rights from prior, similar plans). We established the maximum limits on our matching contributions by reference to market and peer practices.

B. Perquisites and Other Benefits

Most perquisites, namely financial planning, club memberships, and home security and the associated cash payments to cover the tax liability to the executives for the imputed value of these benefits, will be eliminated from the overall compensation package beginning January 1, 2008. The Committee made small adjustments to each NEO s base salary to assist with perquisites that they might want to individually continue.

C. Post-Termination Compensation

Retirement Plans. We maintain both qualified and nonqualified defined benefit retirement plans that we have designed to work together to provide target retirement pay to our senior executives. We pay the entire cost of benefits under these plans, which are in addition to our defined contribution plans, such as the 401(k) and 401(k) Excess Plans described above, and the Deferred Compensation Plan, all of which encourage participants to set aside part of their current earnings to provide for their retirement.

The SunTrust Retirement Plan is a tax-qualified plan, available to almost all employees. It provides monthly payments for a participant s lifetime, usually beginning at age 65, although benefits may begin as early as age 55 with 5 years of service. The National Commerce Financial Corporation Retirement Plan is also a tax-qualified plan, which SunTrust acquired with the merger with NCF in 2004. We froze this plan and, of the NEOs, only Mr. Reed has a benefit payable from this plan based on his service prior to 2005. In addition to the SunTrust Retirement Plan, we also maintain 4 nonqualified defined benefit type plans the ERISA Excess Plan, the SunTrust Supplemental Executive Retirement Plan (SERP), a frozen Crestar SERP, and a frozen NCF SERP (NCF SERP). We designed these nonqualified plans to work together with the SunTrust Retirement Plan to provide an overall targeted level of retirement benefits.

We provide pension benefits in order to attract and retain executives. Each plan s benefit formula determines the amount payable under the plan to each NEO. We describe the formulas in the narrative preceding the Pension Benefits Table below. The amount of benefits varies based upon the plan, the executive s years of service with us, and the executive s compensation (primarily base salary, MIP and PUP.) The targeted retirement level is determined by the SERP.

Changes to Our Retirement Plans Effective January 1, 2008

Effective January 1, 2008, we made several changes to our qualified retirement plan and 401(k) Plan. These changes result in changes to our non-qualified retirement plans. Generally, the changes reflect a shift towards account balance formulas and a shift away from traditional annuity-type formulas. Accrued benefits under the SunTrust Retirement Plan were frozen at year end and new formulas went into effect on January 1, 2008. Participants with at least 20 years service could elect to continue to accrue benefits under a traditional pension formula at a lower accrual rate, or to participate in a new cash balance personal pension account (PPA). Participants with less than 20 years service will participate only in the PPA. We also made similar changes to the benefit formulas under our ERISA Excess and SERP Plans. Generally, benefits under previous formulas were frozen and current participants will accrue benefits under reduced formulas.

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At the same time, we made enhancements to our 401(k) Plan. Effective January 1, 2008, we increased our match to 100% on the first 5% of eligible pay for all participants. We also eliminated the cap on eligible earnings in the 401(k) Excess Plan for Tier 2 SERP participants. (Previously, only Tier 1 SERP participants did not have this cap.) This change will allow larger deferrals to the 401(k) Excess Plan and, depending on the amount our NEOs defer, may increase our matching contributions.

Change in Control Agreements. We have entered into Change in Control Agreements (CIC Agreements) with members of senior management, including each of our NEOs. Except for these CIC Agreements, and our broad-based severance policy, none of our NEOs has an employment agreement which requires us to pay their salary for any period of time. We entered into the CIC Agreements because the banking industry has been consolidating for a number of years and we do not want our executives distracted by a rumored or actual change in control. Further, if a change in control should occur, we want our executives to be focused on the business of the organization and the interests of shareholders. We think it is important that our executives can react neutrally to a potential change in control and not be influenced by personal financial concerns.

We believe that CIC Agreements should compensate executives who are displaced by a change in control and not serve as an incentive to increase an executive s personal wealth. Therefore, our CIC Agreements require that there be both a change in control and an involuntary termination without cause or a voluntary termination for good reason, which is often referred to as a double-trigger. The double-trigger ensures that we will become obligated to make payments under the CIC Agreements only if the executive s employment actually terminates as a result of the change in control. The CIC Agreements provide these same protections to our executives whom we terminate without cause or who terminate for good reason in the period beginning with shareholder approval of a change in control and ending on the date the change in control is completed. Our stock option agreements and other long-term incentive compensation arrangements (other than PUP, MIP, and performance stock grants made prior to 1998) also require the double trigger in order for accelerated vesting to occur in connection with a change in control.

We believe our CIC Agreements are consistent with market practice and assist us in retaining our executive talent. We set the level of benefits at either 2 times or 3 times annual salary plus bonus in lump sum payments to remain competitive with the banking industry as a whole and specifically with our peer group. We condition all payments under the CIC Agreements on an executive agreeing to non-compete, non-solicitation and non-disparagement provisions.

Upon a change in control followed by a termination of the executive s employment by us without cause or by the executive for good reason, the CIC Agreements require us to pay or provide the following to the executive:

a lump sum payment equal to 2 or 3 times the sum of the executive s base salary (the highest amount in effect anytime during the 12 months preceding the executive s termination date) and the executive s incentive compensation (calculated as the higher of the target MIP and PUP for the year of termination or the average of the executive s 3 years of MIP and PUP payouts prior to the termination year).

a prorated amount, according to days worked, of MIP and PUP awards for each incomplete performance period, based on the higher of the targeted amount or the projected amount if the executive had remained employed through the end of the year of his employment termination.

up to 2 or 3 years of additional coverage under our health, dental and life plans.

payment of excise taxes for excess parachute payments under Sections 280G and 4999 of the Internal Revenue Code, plus any interest and penalties imposed by the IRS.

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In addition, upon such termination, all outstanding stock options vest immediately and all restrictions on restricted stock and performance stock lapse. Also, we will provide 2 or 3 years of additional service and age credit in the SERP, immediate vesting in the SERP, earnings in the SERP formula based on a 1-year rather than the normal 3-year average, and early commencement of SERP benefits prior to age 60 with a reduction of 3% per year prior to age 60.

Other Guidelines and Procedures Affecting Executive Compensation

Stock-Based Compensation Procedures Regarding Committee Approval and Delegation of Authority. The Committee approves all grants of stock-based compensation to the Executive Chairman and the CEO, and persons reporting to either the Executive Chairman or the CEO. (In previous years, when we did not have an Executive Chairman, the Committee would approve all grants of equity-based compensation to the CEO and COO, and all executives reporting to either the CEO or COO.)

The Committee also approves the size of the pool of stock-based awards to be granted to other employees, but delegates to the CEO or to the Chief Administrative Officer the authority to make and approve specific awards to employees other than those who report directly to the CEO. While the Committee delegates specific grant-making authority to the CEO or CAO (except with respect to the senior officers described above), the Committee reviews such grants and oversees the administration of the program.

Stock-Based Compensation Procedures Regarding Timing and Pricing of Awards. Our policy is to make grants of equity-based compensation only at current market prices. We set the exercise price of stock options at the closing stock price on the date of grant, and do not grant in-the-money options or options with exercise prices below market value on the date of grant. It is also our policy to make grants only on the dates of regularly scheduled meetings of the full Board of Directors. Further, it is our policy to make the majority of such grants on the date of the February meeting of our Board of Directors (although we make a small percentage of grants at other times throughout the year on the date of regularly-scheduled meetings of the full Board of Directors in connection with exceptional circumstances, such as the hiring or promotion of an executive officer, special retention circumstances, or merger and acquisition activity).

We try to make stock award and stock option grants at times when they will not be influenced by scheduled releases of information. We do not otherwise time or plan the release of material, non-public information for the purpose of affecting the value of executive compensation. Similarly, we do not set the grant date of stock options to new executives in coordination with the release of material non-public information and, instead, these grants, like all other grants, have grant dates corresponding to the date of the February Board meeting or the next pre-selected off-cycle grant date.

We chose the February meeting of our Board of Directors because it is the first meeting of the Board of Directors after financial results for the completed year have been publicly announced, and because it allows time for performance reviews following the determination of corporate financial performance for the previous year. This allows us to make grants at a time when our financial results have already become public, and when there is little potential for abuse of material non-public information in connection with stock or option grants. We believe we minimize the influence of our disclosures of non-public information on the exercise price of these long-term incentives by selecting dates well in advance and which fall several days or weeks after we report our financial results, and by setting the vesting period at 1 year or longer. We follow the same procedures regarding the timing of grants to our executive officers as we do for all other participants.

Role of Executive Officers in Determining Executive Compensation. The Committee oversees the administration of executive compensation plans, including the design, performance measures, and award opportunities for the executive incentive programs, and certain employee benefits. The Committee has the authority to determine, and approves all compensation and awards, to the CEO and other executives holding the title of Vice Chairman or higher. The Committee reviews the performance and determines and approves the

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compensation of the Executive Chairman and the CEO, and each of their direct reports, which includes all of the executive officers named in this Proxy Statement. The CEO and members of SunTrust s Human Resources assist in such reviews. The CEO determines the compensation of other senior officers based in part on market data provided by the compensation consultant, and the Committee annually reviews the general elements of such compensation. The Committee also approves the size of the pool of stock-based awards to be granted to other employees, but delegates to the CEO or to the Chief Administrative Officer the authority to make and approve specific awards to employees other than the NEOs. Executive officers do not otherwise determine or make recommendations regarding the amount or form of executive or director compensation.

Adjustments to Incentive Compensation as a Result of Financial Statement Restatements. The Committee s practice is to consider adjusting future awards or recovering past awards in the event of a material restatement of our financial results. If, in the exercise of its business judgment, the Committee believes that it is in our best interests to do so, we will seek recovery or cancellation of any bonus or incentive payments made to an executive on the basis of having met or exceeded performance targets during a period of fraudulent activity or a material misstatement of financial results where the Committee determines that such recovery or cancellation is appropriate due to intentional misconduct by the executive officer that resulted in such performance targets being achieved which would not have been achieved absent such misconduct.

Share Ownership and Share Retention Guidelines. Although our directors and executive officers already have a significant equity stake in SunTrust (as reflected in the beneficial ownership information contained in this Proxy Statement), we have adopted a share ownership and retention policy for directors and a share retention policy for senior management to formalize these important principles of share ownership and share retention. We recently modified this policy in connection with our change of part of our long-term incentive from PUP to restricted stock.

We require our CEO to own SunTrust common stock worth at least 5 times his base salary. We require his direct reports and other Management Committee members, which include all of the other executive officers in this Proxy Statement, to own stock equal to 3 times their base salary. We allow these officers 5 years to meet this ownership requirement, measured from the later of the date of adoption of this policy and the date they became subject to the policy. We count unvested restricted stock and SunTrust common stock or its equivalent held in the 401(k) Plan or similar plans towards such requirement, but do not count shares to the extent that the risk of ownership has been hedged. We require all executives subject to the policy to certify annually to us that they have complied with the policy.

We also require our CEO to retain all of the shares acquired upon exercise of an option (net of income taxes and exercise price) for at least 1 year. Similarly, we require the CEO s direct reports to retain 75%, and other Management Committee members to retain 50%, of the net shares acquired upon exercise of an option for at least 1 year.

We require non-employee members of our Board of Directors to own at least 4,000 shares of SunTrust common stock. We count restricted stock, restricted stock units, and deferred or phantom stock towards this requirement. We allow members of the Board of Directors 5 years in which to meet this requirement, measured from the later of the date we adopted this policy or from their election to the Board.

Tax Considerations

The Committee intends that all incentive payments be deductible unless maintaining such deductibility would undermine our ability to meet our primary compensation objectives or is otherwise not in our best interest. We also take into account the tax effects of various forms of compensation and the potential for excise taxes to be imposed on our executive officers which might have the effect of frustrating the purpose(s) of such compensation. We consider several provisions of the Internal Revenue Code.

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Section 162(m). Section 162(m) of the Internal Revenue Code of 1986, as amended, provides that compensation in excess of $1 million paid for any year to a corporation s chief executive officer and the 3 other highest paid executive officers (other than the CFO) at the end of such year, which executives we refer to as covered employees, will not be deductible for federal income tax purposes unless: (1) the compensation qualifies as performance-based compensation, and (2) we advised our shareholders of, and our shareholders have approved, the material terms of the performance goals under which we pay such compensation and, under certain conditions, such shareholders have re-approved the material terms of the performance goals within the last 5 years. At the 2005 Annual Meeting, our shareholders approved the material terms of the performance goals under which compensation is paid under our MIP and PUP.

Sections 280G and 4999. We provide our NEOs with change in control agreements. Our CIC Agreements provide for tax protection in the form of a payment to reimburse the executive for any excise tax under Internal Revenue Code Section 4999 as well as any additional income and employment taxes resulting from such reimbursement. Code Section 4999 imposes a 20% non-deductible excise tax on the recipient of an excess parachute payment and Code Section 280G disallows the tax deduction to the payer of any amount of an excess parachute payment that is contingent on a change in control. A payment as a result of a change in control must exceed 3 times the executive s base amount in order to be considered an excess parachute payment, and then the IRS imposes the excise tax on the portion that exceed the executive s base amount. The intent of the reimbursement is to provide a benefit without a tax penalty to our executives who are displaced in the event of a change in control. We believe the provision of tax protection for excess parachute payments for our executive officers is consistent with market practice, is a valuable executive talent retention incentive, and is consistent with the objectives of our overall executive compensation program.

Section 409A. Internal Revenue Code Section 409A generally governs the form and timing of nonqualified deferred compensation payments. Section 409A imposes sanctions on nonqualified deferred compensation benefits that fail to comply with Section 409A rules, including accelerated income inclusion, a 20% penalty and an interest penalty. We currently operate our plans in good faith compliance with Section 409A as permitted by the Internal Revenue Service. We will amend our plans as necessary to comply with these requirements by the end of 2008 or any later deadline.

Summary

In summary, we believe this mix of salary, potentially significant variable cash incentives for both short-term and long-term performance, and the potential for equity ownership in SunTrust motivates our management team to produce strong returns for shareholders. We further believe this program strikes an appropriate balance between the interests and needs of SunTrust in operating our business and appropriate employee rewards that lead to shareholder value creation.

Compensation Committee Report

The Compensation Committee reviewed and discussed the Compensation Discussion and Analysis included in this Proxy Statement with management. Based on such review and discussion, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement for filing with the Securities and Exchange Commission.

Submitted by the Compensation Committee of SunTrust s Board of Directors.

Larry L. Prince, Chairman

Alston D. Correll

David H. Hughes

G. Gilmer Minor, III

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Summary of Cash and Certain Other Compensation and Other Payments to the Named Executive Officers

Overview. The following tables provide a summary of cash and certain other amounts we paid for the year ended December 31, 2007 to the NEOs. We report compensation below in accordance with SEC regulations. Those regulations require us in some cases to report:

- amounts paid in previous years.

- amounts that may be paid in future years, including amounts that will be paid only upon the occurrence of certain events, such as a change in control of SunTrust.

- amounts we paid to the NEOs which might not be considered compensation (for example, distributions of deferred compensation earned in prior years, and earnings on such amounts).

- an assumed value for share-based compensation under accounting rules, even though the actual realization of cash from the award may depend on whether our stock price appreciates above its price on the date of grant and whether the executive continues his employment with us.

- the increase in present value of future pension payments, even though such increase is not cash paid this year and even though the actual pension benefits will depend upon a number of factors, including when the executive retires, his compensation at retirement, and in some cases the number of years the executive lives following his retirement.

Therefore, we encourage you to read the following tables closely. The narratives preceding the tables and the footnotes accompanying each table are important parts of each table. Also, we encourage you to read this section in conjunction with the Compensation Discussion and Analysis, above.

2007 SUMMARY COMPENSATION TABLE

In the column Salary, we disclose the amount of base salary paid to the NEOs during the year. In the columns Stock Awards and Option Awards, SEC regulations require us to disclose the cost we recognize for financial statement reporting purposes in accordance with FAS 123(R). For restricted stock, the FAS 123(R) fair value per share is equal to the closing price of our stock on the date of grant. For stock options, we base the FAS 123(R) fair value per share on certain assumptions which we explain in footnote 16 to our financial statements in our annual report on Form 10-K for the year ended December 31, 2007. We disclose such expense ratably over the vesting period but (pursuant to SEC regulations) without reduction for estimated forfeitures (as we do for financial reporting purposes).

We made no grants of restricted stock to the NEOs in 2007. For certain executives, the Stock Awards column includes a portion of the expense attributable to restricted stock grants made in prior years and performance stock grants made during the years 1991-1998. Restricted stock awards typically vest 3 years from the date of grant. We condition awards on the participant s continued employment with SunTrust, but the stock awards may have additional restrictions, including performance conditions. Restricted stock allows the participant to vote the shares and receive dividends prior to vesting.

In the column Non-Equity Incentive Plan Compensation, we disclose the dollar value of all earnings for services performed during the year (and during the prior 2 years with respect to PUP) pursuant to awards under non-equity incentive plans, including our MIP and PUP, unless disclosed in the Bonus column. We determine whether to include an award with respect to a particular year based on whether the relevant performance measurement period ended during the year. For example, we make annual payments under our MIP based upon our financial results measured as of December 31 of each year. Accordingly, the amount we report for MIP corresponds to the year for which the NEO earned the award even though we did no not pay the award until after the end of such year. Similarly, we make payments under our PUP based upon the achievement of financial results over a 3-year period; accordingly, we include payments under PUP for the year which includes the last

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day of the 3-year performance period for which the NEO earned the award, even though we do not pay the award until after the end of such year. The table below reflects PUP payouts for the 2005-2007 performance cycle, which ended on December 31, 2007, and which corresponds to grants made in 2005.

In the column Change in Pension Value and Nonqualified Deferred Compensation Earnings, we disclose the sum of the dollar value of (1) the aggregate change in the actuarial present value of each NEO s benefit under all defined benefit and actuarial pension plans (including supplemental plans) in the year, if positive; and (2) any above-market or preferential earnings on nonqualified deferred compensation, including benefits in defined contribution plans. Dividends on restricted stock are equal to the dividends paid to all other holders of our common stock and therefore are not above-market under SEC regulations. Therefore, we report any such dividends in the Aggregate Earnings in Last FY column of the Nonqualified Deferred Compensation Table rather than in the Summary Compensation Table.

In the column All Other Compensation, we disclose the sum of the dollar value of perquisites and other personal benefits, or property; and all gross-ups or other amounts reimbursed during the year for the payment of taxes.

2007 SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary ($)	Bonus(1)	Stock Awards ($)(2) (3)	Option Awards ($)(2) (4)	Non-Equity Incentive Plan Compensation ($)(5)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)(6)	All Other Compensation ($)(7)	Total ($)
James M. Wells III	2007	$ 1,000,000	$ 0	$ 0	$ 1,548,327	$ 600,000	$ 110,683	$ 169,944	$ 3,428,954
President and Chief Executive Officer	2006	$ 795,833	$ 0	$ 8,983	$ 948,540	$ 1,284,707	$ 2,962,122	$ 147,225	$ 6,147,410
William R. Reed, Jr.	2007	$ 608,111	$ 152,000	$ 0	$ 677,141	$ 120,000	$ 238,356	$ 33,128	$ 1,828,736
Vice Chairman	2006	$ 590,400	$ 0	$ 0	$ 507,526	$ 748,012	$ 392,606	$ 26,744	$ 2,265,288
Mark A. Chancy	2007	$ 491,667	$ 245,833	$ 5,347	$ 566,776	$ 405,000	$ 47,798	$ 48,520	$ 1,810,941
Corporate Executive Vice President and Chief Financial Officer	2006	$ 445,833	$ 0	$ 51,049	$ 357,052	$			