

SUNTRUST BANKS INC
 Form 4
 February 07, 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 *
HUMANN L PHILLIP

(Last) (First) (Middle)
 303 PEACHTREE ST.
 (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)
02/05/2006

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)
Chairman and CEO

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	02/05/2006		M		30,000	A	\$ 70.34	68,045	D	
Common Stock	02/05/2006		F		11,314	D	\$ 70.34	56,731	D	
Common Stock								150,000	I	Limited Partnership ⁽¹⁾
Common Stock								24,016	I	Trust ⁽²⁾
Common Stock								30,033.65	I	401(k) ⁽³⁾

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Common Stock	33,200	I	Spouse
Common Stock	186,630	I	Restricted Stock <u>(4)</u>

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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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 of Number of Shares
Phantom Stock Units <u>(5)</u>	<u>(5)</u>					<u>(5)</u> <u>(5)</u>	Common Stock 10,203.0
Phantom Stock Units <u>(6)</u>	<u>(6)</u>	02/05/2006		M	30,000	<u>(6)</u> <u>(6)</u>	Common Stock 30,000
Option <u>(7)</u>	\$ 73.0625					11/09/2002 11/09/2009	Common Stock 75,000
Option <u>(8)</u>	\$ 51.125					11/14/2003 11/14/2010	Common Stock 150,000
Option <u>(8)</u>	\$ 64.57					11/13/2004 11/13/2011	Common Stock 150,000
Option <u>(8)</u>	\$ 54.28					02/11/2006 02/11/2013	Common Stock 150,000
Option <u>(8)</u>	\$ 73.19					02/10/2007 02/10/2014	Common Stock 150,000
Option <u>(9)</u>	\$ 73.14					02/08/2008 02/08/2015	Common Stock 97,000

