

GARROTT THOMAS M  
Form 4  
February 24, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

**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 \*  
GARROTT THOMAS M

2. Issuer Name and Ticker or Trading Symbol  
SUNTRUST BANKS INC [STI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
02/14/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)

ONE COMMERCE SQUARE, FOURTH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

MEMPHIS, TN 38150

(City) (State) (Zip)

**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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	54,232.06	I	401(k) <sup>(1)</sup>
Common Stock				(A) or (D) Price	21,291	I	Investment I, LP
Common Stock				(A) or (D) Price	134,582	I	Investment II, LP
Common Stock				(A) or (D) Price	99,007	I	Children <sup>(2)</sup>
Common Stock				(A) or (D) Price	561,219	I	Trust <sup>(3)</sup>

Common Stock 225,463 I Trust <sup>(4)</sup>

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.** 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 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
Option <sup>(5)</sup>	\$ 48.33					10/01/2004 01/14/2013	Common Stock 2,000
Option <sup>(5)</sup>	\$ 52.09					10/01/2004 01/15/2012	Common Stock 1,900
Option <sup>(5)</sup>	\$ 48.33					01/14/2004 01/14/2013	Common Stock 120,000
Option <sup>(5)</sup>	\$ 52.09					01/15/2003 01/15/2012	Common Stock 120,000
Option <sup>(6)</sup>	\$ 49.97					01/16/2002 01/16/2011	Common Stock 59,000
Option <sup>(7)</sup>	\$ 56.17					10/01/2004 01/21/2014	Common Stock 122,000
Option <sup>(8)</sup>	\$ 73.14					02/08/2008 02/08/2015	Common Stock 122,000
Option <sup>(8)</sup>	\$ 71.03	02/14/2006		A	122,488	02/14/2009 02/14/2016	Common Stock 122,488
Phantom Stock Units <sup>(9)</sup>	<sup>(9)</sup>					<sup>(9)</sup> <sup>(9)</sup>	Common Stock 30,349

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

GARROTT THOMAS M  
ONE COMMERCE SQUARE       X  
FOURTH FLOOR  
MEMPHIS, TN 38150

## Signatures

Raymond D. Fortin, Attorney-in-Fact for Thomas M.  
Garrott

02/24/2006

\_\_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).  
Acquired under the National Commerce Financial Corporation Investment Plan, which was frozen 12/31/04, and merged into the  
(1) SunTrust Banks, Inc. 401(k) Plan on 7/1/05. 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 in trust for children.
- (3) Garrott 2005 Investments LTD with respect to which the Reporting Person serves as general partner.
- (4) Thomas M. Garrott 2003 Trust with respect to which the Reporting Person is the grantor and a beneficiary.
- (5) Granted pursuant to the National Commerce Financial Corporation Amended and Restated Long-Term Incentive Plan.
- (6) Granted pursuant to the National Commerce Financial Corporation 1994 Stock Plan Amended and Restated.
- (7) Granted pursuant to the National Commerce Financial Corporation 2003 Stock and Incentive Plan.
- (8) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
- (9) Acquired under the National Commerce Financial Corporation Equity Investment Plan, which was frozen 12/31/04. 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.