

SUNTRUST BANKS INC
 Form 4
 October 31, 2008

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)
 10/29/2008

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)
 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/29/2008		M		49,530	A	\$ 31.93
Common Stock	10/29/2008		S		49,530	D	\$ 40
Common Stock					5,499.4018	I	401(k) ⁽¹⁾
Common Stock					33,497	I	Restricted Stock ⁽²⁾
Common Stock					29,200	I	Spouse

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

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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 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	10/29/2008		M	49,530	07/05/2001	07/05/2010	Common Stock	49,530
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
Option ⁽⁶⁾	\$ 85.06					02/13/2010	02/13/2017	Common Stock	42,000
Option ⁽⁶⁾	\$ 64.58					02/12/2011	02/12/2018	Common Stock	84,500
Phantom Stock Units ⁽⁷⁾	⁽⁷⁾					⁽⁷⁾	⁽⁷⁾	Common Stock	480,965
	⁽⁸⁾					⁽⁸⁾	⁽⁸⁾		333,359

