WELLS JAMES M III

Form 4

December 09, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Check this box

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

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5. Relationship of Reporting Person(s) to

Issuer

4,420

I

if no longer subject to Section 16. Form 4 or Form 5

obligations

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

2. Issuer Name and Ticker or Trading

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

Common

Stock

(Print or Type Responses)

WELLS JAMES M III

1. Name and Address of Reporting Person *

| | | | SUNTRUST BANKS INC [STI] | | | | | (Check all applicable) | | | | |
|--|--|---------------|---|---|----|---|--------------------|------------------------|--|--|------------|--|
| (Last) (First) (Middle) 303 PEACHTREE STREET | | | 3. Date of Earliest Transaction (Month/Day/Year) 11/28/2005 | | | | | | Director 10% Owner X Officer (give title Other (specify below) President & COO | | | |
| | | | | mendment, Date Original fonth/Day/Year) | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | |
| 1.Title of Security (Instr. 3) | 2. Transaction E (Month/Day/Ye | ar) Execution | emed on Date, if 'Day/Year) | 3. Transa Code (Instr. | 8) | 4. Securi onAcquired Disposed (Instr. 3, | l (A) c l of (D |)) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | |
| Common Stock | 11/28/2005 | | | G | | 245 | D | <u>(1)</u> | 132,425 | D | | |
| Common Stock | 11/29/2005 | | | G | | 1,700 | D | <u>(1)</u> | 130,725 | D | | |
| Common Stock | | | | | | | | | 12,267 | I | Spouse | |
| Common Stock | | | | | | | | | 844.504 | I | 401(k) (2) | |
| | | | | | | | | | | | | |

Restricted

Stock (3)

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

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

| 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. Transacti Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Expiration Dat (Month/Day/Y | | | 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 | |
| Phantom Stock Units (4) | <u>(4)</u> | | | | | <u>(4)</u> | <u>(4)</u> | Common Stock | 1,766.7675 | |
| Option | \$ 37.28 | | | | | 01/23/1998 | 01/23/2007 | Common Stock | 2,682 | |
| Option | \$ 37.27 | | | | | 01/23/1998 | 01/23/2007 | Common Stock | 27,558 | |
| Option | \$ 38.28 | | | | | 02/24/1998 | 02/24/2007 | Common Stock | 10,176 | |
| Option | \$ 54.39 | | | | | 07/20/1998 | 01/22/2008 | Common Stock | 1,838 | |
| Option | \$ 54.39 | | | | | 07/20/1998 | 01/22/2008 | Common Stock | 26,290 | |
| Option | \$ 76.5 | | | | | 12/31/2001 | 12/31/2008 | Common Stock | 90,000 | |
| Option (5) | \$ 73.0625 | | | | | 12/31/2001 | 11/09/2009 | Common Stock | 15,000 | |
| Option (6) | \$ 50.5 | | | | | 03/06/2003 | 03/06/2010 | Common Stock | 24,000 | |
| Option (6) | \$ 50.5 | | | | | 03/06/2005 | 03/06/2010 | Common Stock | 16,000 | |
| Option (6) | \$ 51.125 | | | | | 12/31/2001 | 11/14/2010 | Common Stock | 15,000 | |
| Option (6) | \$ 51.125 | | | | | 11/14/2003 | 11/14/2010 | | 35,000 | |

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| | | | | Common Stock | |
|------------|----------|------------|------------|-----------------|---------|
| Option (6) | \$ 64.57 | 12/31/2001 | 11/13/2011 | Common Stock | 15,000 |
| Option (6) | \$ 64.57 | 11/13/2004 | 11/13/2011 | Common Stock | 60,000 |
| Option (6) | \$ 54.28 | 02/11/2006 | 02/11/2013 | Common Stock | 100,000 |
| Option (6) | \$ 73.19 | 02/10/2007 | 02/10/2014 | Common Stock | 100,000 |
| Option (7) | \$ 73.14 | 02/08/2008 | 02/08/2015 | Common Stock | 60,000 |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

WELLS JAMES M III 303 PEACHTREE STREET ATLANTA, GA 30308

President & COO

Signatures

Raymond D. Fortin, Attorney-in-Fact for James M. Wells III

12/09/2005

**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) This transaction is a gift.
- (2) 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.
- Restricted stock held under SunTrust Banks, Inc. 2000 Stock Plan. Subject to certain vesting conditions. Restricted stock agreement contains tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. This plan is exempt under Rule 16(b)-3.
- (4) The reported phantom stock units were acquired under SunTrust Banks, Inc.'s 401(k) excess benefit plan. These securities convert to common stock on a one-for-one basis.
- (5) Granted pursuant to the 1995 SunTrust Executive Stock Plan.
- (6) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (7) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.

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.

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