#### SUNTRUST BANKS INC

Form 4

February 16, 2006

## FORM 4

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

**SECURITIES** 

OMB

Check this box if no longer which to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: 3235-0287 Expires: January 31, 2005

**OMB APPROVAL** 

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

obligations

may continue.

See Instruction

Estimated average burden hours per response... 0.5

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

1(b).

(Print or Type Responses)

(Time of Type I	(Caponaca)									
1. Name and Address of Reporting Person * Chancy Mark A			2. Issuer Name <b>and</b> Ticker or Trading Symbol SUNTRUST BANKS INC [STI]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First) (M	Middle)	3. Date of Earliest Transaction			(Chech an apphonois)				
303 PEACHTREE STREET			(Month/Day/Year) 02/14/2006				DirectorX Officer (g below)		% Owner ther (specify	
		4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
ATLANTA,	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)								
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securities A	equired, Disposed	of, or Benefici	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Data (Month/Day/Year)	Execution any	emed on Date, if Day/Year)	Code (Instr. 8)	4. Securion Acquired Disposed (Instr. 3,	(A) or 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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock							2,687	D		
Common Stock							553.777	I	401(k) (1)	
Common Stock							2,000	I	Restricted Stock (2)	

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

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#### number.

## 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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date		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 (3)	(3)					<u>(3)</u>	<u>(3)</u>	Common Stock	113.748
Option (4)	\$ 68.87					07/27/2004	07/27/2011	Common Stock	6,893
Option (4)	\$ 64.57					11/13/2004	11/13/2011	Common Stock	2,500
Option (4)	\$ 54.28					02/11/2006	02/11/2013	Common Stock	10,000
Option (4)	\$ 73.19					02/10/2007	02/10/2014	Common Stock	10,000
Option (5)	\$ 73.14					02/08/2008	02/08/2015	Common Stock	40,000
Option (5)	\$ 71.03	02/14/2006		A	45,000	02/14/2009	02/14/2016	Common Stock	45,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b>FB</b>	Director	10% Owner	Officer	Other			
Chancy Mark A 303 PEACHTREE STREET ATLANTA, GA 30308			Corp. EVP and CFO				
Signatures							

### Signatures

Raymond D. Fortin, Attorney-in-Fact for Mark A. Chancy 02/16/2006

\*\*Signature of Reporting Person Date

Reporting Owners 2

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### **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) 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) Restricted stock held under the SunTrust Banks, Inc. 2000 Stock Plan. Subject to certain vesting conditions. The agreement contains tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. The plan is exempt under Rule 16(b)-3.
- (3) The 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.
- (4) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (5) 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.