

SUNTRUST BANKS INC
Form 4
February 16, 2006

FORM 4

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

OMB APPROVAL

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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 *
WELLS JAMES M III

(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)
02/14/2006

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)
President & COO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | (A) or (D) Price | 133,710 | D | |
| Common Stock | | | | (A) or (D) Price | 12,267 | I | Spouse |
| Common Stock | | | | (A) or (D) Price | 949.49 | I | 401(k) ⁽¹⁾ |

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

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SEC 1474 (9-02)

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. 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 |
| Phantom Stock Units ⁽²⁾ | ⁽²⁾ | | | | | ⁽²⁾ ⁽²⁾ | Common Stock 1,779.9 |
| Option | \$ 37.28 | | | | | 01/23/1998 01/23/2007 | Common Stock 2,68 |
| Option | \$ 37.27 | | | | | 01/23/1998 01/23/2007 | Common Stock 27,5 |
| Option | \$ 38.28 | | | | | 02/24/1998 02/24/2007 | Common Stock 10,1 |
| Option | \$ 54.39 | | | | | 07/20/1998 01/22/2008 | Common Stock 1,83 |
| Option | \$ 54.39 | | | | | 07/20/1998 01/22/2008 | Common Stock 26,2 |
| Option | \$ 76.5 | | | | | 12/31/2001 12/31/2008 | Common Stock 90,0 |
| Option ⁽³⁾ | \$ 73.0625 | | | | | 12/31/2001 11/09/2009 | Common Stock 15,0 |
| Option ⁽⁴⁾ | \$ 50.5 | | | | | 03/06/2003 03/06/2010 | Common Stock 24,0 |
| Option ⁽⁴⁾ | \$ 50.5 | | | | | 03/06/2005 03/06/2010 | Common Stock 16,0 |
| Option ⁽⁴⁾ | \$ 51.125 | | | | | 12/31/2001 11/14/2010 | Common Stock 15,0 |
| Option ⁽⁴⁾ | \$ 51.125 | | | | | 11/14/2003 11/14/2010 | Common Stock 35,0 |
| Option ⁽⁴⁾ | \$ 64.57 | | | | | 12/31/2001 11/13/2011 | Common Stock 15,0 |
| Option ⁽⁴⁾ | \$ 64.57 | | | | | 11/13/2004 11/13/2011 | Common Stock 60,0 |
| Option ⁽⁴⁾ | \$ 54.28 | | | | | 02/11/2006 02/11/2013 | 100,0 |

| Option ⁽⁴⁾ | \$ 73.19 | | | | | 02/10/2007 | 02/10/2014 | Common Stock | Common Stock | 100,000 |
|-----------------------|----------|------------|--|---|---------|------------|------------|--------------|--------------|---------|
| Option ⁽⁵⁾ | \$ 73.14 | | | | | 02/08/2008 | 02/08/2015 | Common Stock | Common Stock | 60,000 |
| Option ⁽⁵⁾ | \$ 71.03 | 02/14/2006 | | A | 100,000 | 02/14/2009 | 02/14/2016 | Common Stock | Common Stock | 100,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | 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

02/16/2006

__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).
- (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) 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.
 - (3) Granted pursuant to the 1995 SunTrust Executive Stock Plan.
 - (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.