

SUNTRUST BANKS INC
Form 4
March 28, 2006

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 *
ROGERS WILLIAM H 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)
03/26/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Corporate Exec. Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)
				(A) or (D) Code V Amount Price			
Common Stock	03/26/2006		M	3,200 A \$ 74.58	18,632	D	
Common Stock	03/26/2006		F	1,359 D \$ 74.58	17,273	D	
Common Stock					5,941.07	I	401(k) ⁽¹⁾
Common Stock					60	I	Custodian Account ⁽²⁾
Common Stock					20,000	I	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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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
Phantom Stock Units ⁽⁴⁾	<u>(4)</u>							<u>(4)</u>	<u>(4)</u>	Common Stock	341.181
Phantom Stock Units ⁽⁵⁾	<u>(5)</u>	03/26/2006		M		3,200		<u>(5)</u>	<u>(5)</u>	Common Stock	3,200
Option ⁽⁶⁾	\$ 73.0625							11/09/2002	11/09/2009	Common Stock	1,365
Option ⁽⁶⁾	\$ 73.0625							11/09/2002	11/09/2009	Common Stock	4,635
Option ⁽⁷⁾	\$ 51.125							11/14/2003	11/14/2010	Common Stock	10,000
Option ⁽⁷⁾	\$ 64.57							11/13/2004	11/13/2011	Common Stock	15,000
Option ⁽⁷⁾	\$ 54.28							02/11/2006	02/11/2013	Common Stock	15,000
Option ⁽⁷⁾	\$ 73.19							02/10/2007	02/10/2014	Common Stock	18,000
Option ⁽⁸⁾	\$ 73.14							02/08/2008	02/08/2015	Common Stock	18,000
Option ⁽⁸⁾	\$ 71.03							02/14/2009	02/14/2016	Common Stock	32,000

