

SUNTRUST BANKS INC  
 Form 4  
 February 07, 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 \*  
**HUMANN L PHILLIP**

(Last) (First) (Middle)  
 303 PEACHTREE ST.  
 (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)  
**02/05/2006**

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)  
**Chairman and CEO**

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                    | 02/05/2006                           |  | M                              |   | 30,000  | A  | \$ 70.34  |
| Common Stock                    | 02/05/2006                           |  | F                              |   | 11,314  | D  | \$ 70.34  |
| Common Stock                    |                                      |  |                                |   | 150,000   | I  | Limited Partnership <sup>(1)</sup>                    |
| Common Stock                    |                                      |  |                                |   | 24,016  | I  | Trust <sup>(2)</sup>                                  |
| Common Stock                    |                                      |  |                                |   | 30,033.65   | I  | 401(k) <sup>(3)</sup>                                 |

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|              |         |   |                             |
|--------------|---------|---|-----------------------------|
| Common Stock | 33,200  | I | Spouse                      |
| Common Stock | 186,630 | I | Restricted Stock <u>(4)</u> |

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

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(9-02)

**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 of Number of Shares                              |
| Phantom Stock Units <u>(5)</u>             | <u>(5)</u>   |                                      |  |                                |   | <u>(5)</u> <u>(5)</u>                                    | Common Stock 10,203.0   |
| Phantom Stock Units <u>(6)</u>             | <u>(6)</u>   | 02/05/2006                           |  | M                              | 30,000  | <u>(6)</u> <u>(6)</u>                                    | Common Stock 30,000   |
| Option <u>(7)</u>                          | \$ 73.0625   |                                      |  |                                |   | 11/09/2002 11/09/2009                                    | Common Stock 75,000   |
| Option <u>(8)</u>                          | \$ 51.125  |                                      |  |                                |   | 11/14/2003 11/14/2010                                    | Common Stock 150,000  |
| Option <u>(8)</u>                          | \$ 64.57   |                                      |  |                                |   | 11/13/2004 11/13/2011                                    | Common Stock 150,000  |
| Option <u>(8)</u>                          | \$ 54.28   |                                      |  |                                |   | 02/11/2006 02/11/2013                                    | Common Stock 150,000  |
| Option <u>(8)</u>                          | \$ 73.19   |                                      |  |                                |   | 02/10/2007 02/10/2014                                    | Common Stock 150,000  |
| Option <u>(9)</u>                          | \$ 73.14   |                                      |  |                                |   | 02/08/2008 02/08/2015                                    | Common Stock 97,000   |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                  |       |
|--|---------------|-----------|------------------|-------|
|  | Director      | 10% Owner | Officer          | Other |
| HUMANN L PHILLIP<br>303 PEACHTREE ST.<br>ATLANTA, GA 30308 | X             |           | Chairman and CEO |       |

## Signatures

Raymond D. Fortin, Attorney-in-Fact for L. Phillip Humann

02/07/2006

\_\_\_\_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) Held by Humann Partners, L.P.
  - (2) Held in trust by spouse for members of immediate family.
  - (3) 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.
  - (4) Restricted stock held under 1986 SunTrust Executive Stock Plan, 1995 SunTrust Executive Stock Plan and SunTrust Banks, Inc. 2000 Stock Plan. Subject to certain vesting conditions. Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. All plans are exempt under Rule 16(b)-3.
  - (5) 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.
  - (6) Granted in exchange for restricted stock. Will be paid out on various dates. These securities convert to common stock on a one-for-one basis.
  - (7) Granted pursuant to the 1995 SunTrust Executive Stock Plan.
  - (8) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
  - (9) 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.