

WELLS JAMES M III
 Form 4
 May 23, 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 *
WELLS JAMES M III

2. Issuer Name and Ticker or Trading Symbol
SUNTRUST BANKS INC [STI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
303 PEACHTREE STREET

 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/19/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & COO

ATLANTA, GA 30308

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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 | (D) | Price |
| Common Stock | 05/19/2006 | | M | | 2,682 | A | \$ 37.28 |
| Common Stock | 05/19/2006 | | M | | 27,558 | A | \$ 37.27 |
| Common Stock | 05/19/2006 | | M | | 10,176 | A | \$ 38.28 |
| Common Stock | 05/19/2006 | | S | | 8,945 | D | \$ 75.6435 |
| Common Stock | 05/19/2006 | | S | | 20,400 | D | \$ 75.6342 |
| | | | | | | | 136,392 |
| | | | | | | | 163,950 |
| | | | | | | | 174,126 |
| | | | | | | | 165,181 |
| | | | | | | | 144,781 |

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| | | | |
|--------------|---------|---|-------------------|
| Common Stock | 12,267 | I | Spouse |
| Common Stock | 974,743 | I | 401(k) <u>(1)</u> |

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 number.

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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>(2)</u> | <u>(2)</u> | | | | | <u>(2)</u> <u>(2)</u> | Common Stock 2,112.94 |
| Option | \$ 37.28 | 05/19/2006 | | M | 2,682 | 01/23/1998 01/23/2007 | Common Stock 2,682 |
| Option | \$ 37.27 | 05/19/2006 | | M | 27,558 | 01/23/1998 01/23/2007 | Common Stock 27,558 |
| Option | \$ 38.28 | 05/19/2006 | | M | 10,176 | 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 <u>(3)</u> | \$ 73.0625 | | | | | 12/31/2001 11/09/2009 | Common Stock 15,000 |
| Option <u>(4)</u> | \$ 50.5 | | | | | 03/06/2003 03/06/2010 | Common Stock 24,000 |
| Option <u>(4)</u> | \$ 50.5 | | | | | 03/06/2005 03/06/2010 | Common Stock 16,000 |

