

SUNTRUST BANKS INC
 Form 4
 May 01, 2008

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 *
 Panther Thomas E

(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)
 04/29/2008

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)
 SVP, Controller/ChiefAcct.Off.

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------------------------------|
| Common Stock | | | | (A) or (D) | Price | | | |
| Common Stock | 04/29/2008 | | A | 3,139 | A \$ 56.23 | 8,789 | I | 401(k) ⁽¹⁾ |
| Common Stock | | | | | | | I | Restricted Stock ⁽²⁾ |

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

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SEC 1474 (9-02)

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Phantom Stock Units ⁽³⁾ | | | | | | ⁽³⁾ / ⁽³⁾ | Common Stock | 240.8081 |
| Option ⁽⁴⁾ | \$ 51.125 | | | | | 11/14/2003 / 11/14/2010 | Common Stock | 1,950 |
| Option ⁽⁴⁾ | \$ 64.57 | | | | | 11/13/2004 / 11/13/2011 | Common Stock | 1,545 |
| Option ⁽⁴⁾ | \$ 54.28 | | | | | 02/11/2006 / 02/11/2013 | Common Stock | 2,400 |
| Option ⁽⁴⁾ | \$ 73.19 | | | | | 02/10/2007 / 02/10/2014 | Common Stock | 3,000 |
| Option ⁽⁵⁾ | \$ 73.14 | | | | | 02/08/2008 / 02/08/2015 | Common Stock | 7,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Panther Thomas E 303 PEACHTREE STREET ATLANTA, GA 30308 | | | SVP, Controller/Chief Acct. Off. | |

Signatures

David A. Wisniewski, Attorney-in-Fact for Thomas E. Panther
 **Signature of Reporting Person
 Date: 05/01/2008

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).

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- (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 granted under the SunTrust Banks, Inc. 2004 Stock Plan, which is subject to certain vesting conditions. The restricted stock agreement contains tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. The plan is exempt under Rule 16(b)-3. Includes 1,711 shares which vest on 2/14/2009 and 1,428 shares which vest on 2/13/2010.

- (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.

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