

Breeden Frances L  
 Form 3  
 December 22, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Breeden Frances L		(Month/Day/Year)	SUNTRUST BANKS INC [STI]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		12/12/2008		
303 PEACHTREE STREET			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by More than One Reporting Person
			(give title below) (specify below)	
			Corp. Executive Vice President	
ATLANTA,Â GAÂ 30308				
(City)	(State)	(Zip)		

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	4,500	D	Â
Common Stock	82,198	I	401(k) <sup>(1)</sup>
Common Stock	19,343	I	Resticted Stock <sup>(2)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Phantom Stock Units <sup>(3)</sup>	Â <sup>(3)</sup>	Â <sup>(3)</sup>	Common Stock	285.639	\$ <sup>(3)</sup>	D	Â
Option <sup>(4)</sup>	11/09/2002	11/09/2009	Common Stock	3,000	\$ 73.06	D	Â
Option <sup>(5)</sup>	11/14/2003	11/14/2010	Common Stock	2,000	\$ 51.13	D	Â
Option <sup>(5)</sup>	11/13/2004	11/13/2011	Common Stock	2,400	\$ 64.57	D	Â
Option <sup>(5)</sup>	08/01/2005	08/01/2012	Common Stock	1,000	\$ 63.74	D	Â
Option <sup>(5)</sup>	02/11/2006	02/11/2013	Common Stock	10,000	\$ 54.28	D	Â
Option <sup>(5)</sup>	02/10/2007	02/10/2014	Common Stock	8,000	\$ 73.19	D	Â
Option <sup>(6)</sup>	02/08/2008	02/08/2015	Common Stock	10,000	\$ 73.14	D	Â
Option <sup>(6)</sup>	02/14/2009	02/14/2016	Common Stock	22,500	\$ 71.03	D	Â
Option <sup>(6)</sup>	02/13/2010	02/13/2017	Common Stock	20,000	\$ 85.06	D	Â
Option <sup>(6)</sup>	02/12/2011	02/12/2018	Common Stock	33,500	\$ 64.58	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Breeden Frances L 303 PEACHTREE STREET ATLANTA, GA 30308	Â	Â	Â Corp. Executive Vice President	Â

## Signatures

David A. Wisniewski, Attorney-in-Fact for Frances L. Breeden

12/22/2008

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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.  
  
Restricted stock held under SunTrust Banks, Inc. 2004 Stock Plan. Subject to certain vesting conditions. Restricted stock agreements
- (2) contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. All plans are exempt under Rule 16(b)-3.
- (3) The reported phantom stock units were acquired under SunTrust Banks, Inc.'s 401(k) excess benefit plan. These phantom stock units convert to common stock on a one-for-one basis.
- (4) Granted pursuant to the 1995 SunTrust Executive Stock Plan.
- (5) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (6) 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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