

Breeden Frances L  
 Form 4  
 February 18, 2009

**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 \*  
 Breeden Frances L

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)  
 02/14/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Corp. Executive Vice President

ATLANTA, GA 30308  
 (City) (State) (Zip)

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

**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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/14/2009		A	3,041 A \$ 8.72	7,541	D <sup>(1)</sup>	
Common Stock	02/13/2009		F	1,176 D \$ 8.72	6,365	D	
Common Stock					342.8	I	401(k) <sup>(2)</sup>
Common Stock					31,102	I	Restricted Stock <sup>(3)</sup>

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)	8. D	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units <sup>(4)</sup>	<sup>(4)</sup>					<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	766.9756
Option <sup>(5)</sup>	\$ 73.06					11/09/2002	11/09/2009	Common Stock	3,000
Option <sup>(6)</sup>	\$ 51.13					11/14/2003	11/14/2010	Common Stock	2,000
Option <sup>(6)</sup>	\$ 64.57					11/13/2004	11/13/2011	Common Stock	2,400
Option <sup>(6)</sup>	\$ 63.74					08/01/2005	08/01/2012	Common Stock	1,000
Option <sup>(6)</sup>	\$ 54.28					02/11/2006	02/11/2013	Common Stock	10,000
Option <sup>(6)</sup>	\$ 73.19					02/10/2007	02/10/2014	Common Stock	8,000
Option <sup>(7)</sup>	\$ 73.14					02/08/2008	02/08/2015	Common Stock	10,000
Option <sup>(7)</sup>	\$ 71.03					02/14/2009	02/14/2016	Common Stock	22,500
Option <sup>(7)</sup>	\$ 85.06					02/13/2010	02/13/2017	Common Stock	20,000
Option <sup>(7)</sup>	\$ 64.58					02/12/2011	02/12/2018	Common Stock	33,500
Option <sup>(7)</sup>	\$ 9.06					02/10/2012	02/10/2019	Common Stock	107,545

# Reporting Owners

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

# Signatures

David A. Wisniewski, Attorney-in-Fact for Frances L. Breeden 02/18/2009

\*\*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) Includes 3,041 shares of restricted stock which vested on 02/14/09.
- (2) 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 contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. All plans are exempt under Rule 16(b)-3. Includes 4,190 shares of restricted stock which vest on 2/13/2010, 1,612 shares which vest on 5/04/2010, 5,500 shares which vest on 02/12/2011, 5,000 shares which vest on 10/31/2011 and 14,800 shares which vest on 02/10/2012.
- (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.
- (7) 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.