

SHUFELDT R CHARLES
Form 4
May 21, 2007

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 *
SHUFELDT R CHARLES

(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)
05/17/2007

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)
Corporate Exec. Vice President

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/17/2007		M	1,545	A \$ 64.57	32,335	D
Common Stock	05/17/2007		F	1,118	D \$ 89.23	31,217	D
Common Stock	05/17/2007		M	1,624	A \$ 61.54	32,841	D
Common Stock	05/17/2007		F	1,120	D \$ 89.23	31,721	D
Common Stock	05/17/2007		M	1,166	A \$ 54.28	32,887	D

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Common Stock	05/17/2007	F	709	D	\$ 89.23	32,178	D	
Common Stock						7,787	I	Spouse
Common Stock						1,171.054	I	401(k) ⁽¹⁾
Common Stock						22,800	I	Restricted Stock ⁽²⁾

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units ⁽³⁾	⁽³⁾					⁽³⁾	⁽²⁾	Common Stock	1,087.92
Option ⁽⁴⁾	\$ 73.0625					11/09/2002	11/09/2009	Common Stock	5,000
Option ⁽⁵⁾	\$ 51.125					11/14/2003	11/14/2010	Common Stock	7,400
Option ⁽⁵⁾	\$ 64.57	05/17/2007		M	1,545	11/13/2004	11/13/2011	Common Stock	1,545
Option ⁽⁵⁾	\$ 61.54	05/17/2007		M	1,624	02/01/2005	02/01/2012	Common Stock	1,624
Option ⁽⁵⁾	\$ 54.28	05/17/2007		M	1,166	02/11/2006	02/11/2013	Common Stock	1,166
Option ⁽⁵⁾	\$ 73.19					02/10/2007	02/10/2014	Common Stock	18,000
Option ⁽⁶⁾	\$ 73.14					02/08/2008	02/08/2015	Common	18,000

