

WELLS JAMES M III  
Form 4  
February 12, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
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)  
02/10/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, President and CEO

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock					99,016	D	
Common Stock					12,267	I	Spouse
Common Stock					1,672.377	I	401(k) <sup>(1)</sup>
Common Stock	02/10/2009		A		50,000	A	\$ 0
Common Stock					128,764	I	Restricted Stock <sup>(2)</sup>
Common Stock					50,916	I	GRAT

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

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SEC 1474  
(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 Number Shares
Phantom Stock Units <sup>(3)</sup>	<sup>(3)</sup>					<sup>(3)</sup> <sup>(3)</sup>	Common Stock 5,840.9
Option <sup>(4)</sup>	\$ 73.0625					12/31/2001 11/09/2009	Common Stock 15,000
Option <sup>(5)</sup>	\$ 50.5					03/06/2003 03/06/2010	Common Stock 24,000
Option <sup>(5)</sup>	\$ 50.5					03/06/2005 03/06/2010	Common Stock 16,000
Option <sup>(5)</sup>	\$ 51.125					12/31/2001 11/14/2010	Common Stock 15,000
Option <sup>(5)</sup>	\$ 51.125					11/14/2003 11/14/2010	Common Stock 35,000
Option <sup>(5)</sup>	\$ 64.57					12/31/2001 11/13/2011	Common Stock 15,000
Option <sup>(5)</sup>	\$ 64.57					11/13/2004 11/13/2011	Common Stock 60,000
Option <sup>(5)</sup>	\$ 54.28					02/11/2006 02/11/2013	Common Stock 100,000
Option <sup>(5)</sup>	\$ 73.19					02/10/2007 02/10/2014	Common Stock 100,000
Option <sup>(6)</sup>	\$ 73.14					02/08/2008 02/08/2015	Common Stock 60,000
Option <sup>(6)</sup>	\$ 71.03					02/14/2009 02/14/2016	Common Stock 100,000
Option <sup>(6)</sup>	\$ 85.06					02/13/2010 02/13/2017	Common Stock 163,000

Option <sup>(6)</sup>	\$ 64.58					02/12/2011	02/12/2018	Common Stock	250,000
Option <sup>(6)</sup>	\$ 9.06	02/10/2009	A	250,000		02/10/2012	02/10/2019	Common Stock	250,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WELLS JAMES M III 303 PEACHTREE STREET ATLANTA, GA 30308	X		Chairman, President and CEO	

## Signatures

David A. Wisniewski, Attorney-in-Fact for James M. Wells III  
 \_\_\_\_\_  
 \*\*Signature of Reporting Person

02/12/2009  
 \_\_\_\_\_  
 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) 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 SunTrust Banks, Inc. 2004 Stock Plan. Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. This plan is exempt under Rule 16(b)-3. Includes 19,006 shares of restricted stock which will vest on 2/14/2009, 24,758 shares which vest on 2/13/2010 and 50,000 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.

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.