

Freeman Thomas E
 Form 4
 April 30, 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 *
 Freeman Thomas E

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)

3. Date of Earliest Transaction
 (Month/Day/Year)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

303 PEACHTREE STREET

04/28/2009

Corp. EVP & Chief Credit Off.

(Street)

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

ATLANTA, GA 30308

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 4,561 | D | |
| Common Stock | | | | | 609.517 | I | 401(k) ⁽¹⁾ |
| Common Stock | | | | | 52,801 | I | Restricted Stock ⁽²⁾ |

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

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number.

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⁾ | ⁽³⁾ | Common Stock | 868,276 |
| Option ⁽⁴⁾ | \$ 71.03 | | | | | 02/14/2009 | 02/14/2016 | Common Stock | 18,000 |
| Option ⁽⁴⁾ | \$ 85.06 | | | | | 02/13/2010 | 02/13/2017 | Common Stock | 20,000 |
| Option ⁽⁴⁾ | \$ 64.58 | | | | | 02/12/2011 | 02/12/2018 | Common Stock | 81,400 |
| Option ⁽⁴⁾ | \$ 9.06 | | | | | 02/10/2012 | 02/10/2019 | Common Stock | 250,000 |
| Option ⁽⁵⁾ | \$ 9.06 | 04/28/2009 | | A | 25,276 | 02/10/2012 | 02/10/2019 | Common Stock | 25,276 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Freeman Thomas E 303 PEACHTREE STREET ATLANTA, GA 30308 | | | Corp. EVP & Chief Credit Off. | |

Signatures

David A. Wisniewski, Attorney-in-Fact for Thomas E. Freeman

 **Signature of Reporting Person

04/30/2009

 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)

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Because the stock fund component of the 401(k) 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 granted under SunTrust Banks, Inc. 2004 Stock Plan. Restricted stock agreements contain tax withholding features
- (2) allowing stock to be withheld to satisfy tax withholding obligations. This plan is exempt under Rule 16(b)-3. Includes 4,126 shares of restricted stock which vest on 2/13/2010 and 37,600 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 SunTrust Banks, Inc. 2004 Stock Plan.
 - (5) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. This option was granted on February 10, 2009 subject to approval by shareholders of the 2009 Stock Plan. Such plan was approved by Shareholders on April 28, 2009.

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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