

Breeden Frances L
 Form 4
 February 12, 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

(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)
 02/10/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | (A) or (D) | 4,500 | D | |
| Common Stock | | | | (A) or (D) | 342.8 | I | 401(k) ⁽¹⁾ |
| Common Stock | 02/10/2009 | | A | 14,800 A | \$ 0 34,143 | 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 Number Shares |
| Phantom Stock Units ⁽³⁾ | ⁽³⁾ | | | | | ⁽³⁾ | ⁽³⁾ | Common Stock | 766.97 |
| Option ⁽⁴⁾ | \$ 73.06 | | | | | 11/09/2002 | 11/09/2009 | Common Stock | 3,000 |
| Option ⁽⁵⁾ | \$ 51.13 | | | | | 11/14/2003 | 11/14/2010 | Common Stock | 2,000 |
| Option ⁽⁵⁾ | \$ 64.57 | | | | | 11/13/2004 | 11/13/2011 | Common Stock | 2,400 |
| Option ⁽⁵⁾ | \$ 63.74 | | | | | 08/01/2005 | 08/01/2012 | Common Stock | 1,000 |
| Option ⁽⁵⁾ | \$ 54.28 | | | | | 02/11/2006 | 02/11/2013 | Common Stock | 10,000 |
| Option ⁽⁵⁾ | \$ 73.19 | | | | | 02/10/2007 | 02/10/2014 | Common Stock | 8,000 |
| Option ⁽⁶⁾ | \$ 73.14 | | | | | 02/08/2008 | 02/08/2015 | Common Stock | 10,000 |
| Option ⁽⁶⁾ | \$ 71.03 | | | | | 02/14/2009 | 02/14/2016 | Common Stock | 22,500 |
| Option ⁽⁶⁾ | \$ 85.06 | | | | | 02/13/2010 | 02/13/2017 | Common Stock | 20,000 |
| Option ⁽⁶⁾ | \$ 64.58 | | | | | 02/12/2011 | 02/12/2018 | Common Stock | 33,500 |
| Option ⁽⁶⁾ | \$ 9.06 | 02/10/2009 | | A | 107,545 | 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

02/12/2009

**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) 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
- (2) 16(b)-3. Includes 3,041 shares of restricted stock which will vest on 02/14/2009, 4,190 shares 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.

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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