

REED WILLIAM R JR
Form 4
December 15, 2005

FORM 4

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

OMB APPROVAL

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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 *
REED WILLIAM R JR

(Last) (First) (Middle)

ONE COMMERCE SQUARE

(Street)

MEMPHIS, TN 38150

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SUNTRUST BANKS INC [STI]

3. Date of Earliest Transaction
(Month/Day/Year)
12/13/2005

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)
Vice Chairman

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					48,589	D	
Common Stock					29,953.548	I	401(k) ⁽¹⁾
Common Stock	12/13/2005		G	V 1,000 D <u>2</u>	124,200	I	Spouse
Common Stock					79,066	I	Exchange Fund ⁽³⁾

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option ⁽⁴⁾	\$ 48.33					10/01/2004	01/14/2013	Common Stock	2,069
Option ⁽⁴⁾	\$ 52.09					10/01/2004	01/15/2012	Common Stock	1,919
Option ⁽⁴⁾	\$ 48.33					01/14/2004	01/14/2013	Common Stock	24,347
Option ⁽⁴⁾	\$ 52.09					01/15/2003	01/15/2012	Common Stock	36,157
Option ⁽⁵⁾	\$ 49.97					01/16/2002	01/16/2011	Common Stock	19,168
Option ⁽⁵⁾	\$ 31.93					07/05/2001	07/05/2010	Common Stock	49,530
Option ⁽⁵⁾	\$ 35.84					01/14/1999	01/14/2009	Common Stock	12,383
Option ⁽⁶⁾	\$ 56.17					10/01/2004	01/21/2014	Common Stock	49,926
Option ⁽⁷⁾	\$ 71.24					10/01/2007	10/01/2014	Common Stock	100,000
Phantom Stock Units ⁽⁸⁾	⁽⁸⁾					⁽⁸⁾	⁽⁸⁾	Common Stock	2,023.726

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

REED WILLIAM R JR
ONE COMMERCE SQUARE
MEMPHIS, TN 38150

Vice
Chairman

Signatures

Raymond D. Fortin, Attorney-in-Fact for William R.
Reed, Jr.

12/15/2005

__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).

- Acquired under the National Commerce Financial Corporation Investment Plan, which was frozen on 12/31/04, and merged into the
- (1) SunTrust Banks, Inc. 401(k) Plan on July 1, 2005. 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) This transaction is a gift.
 - (3) Held in the Eton Vance Belaire Exchange Fund.
 - (4) Granted pursuant to the National Commerce Financial Corporation Amended and Restated Long-Term Incentive Plan.
 - (5) Granted pursuant to the National Commerce Financial Corporation 1994 Stock Plan, Amended and Restated.
 - (6) Granted pursuant to the National Commerce Financial Corporation 2003 Stock and Incentive Plan.
 - (7) Granted pursuant to SunTrust Banks, Inc.'s 2004 Stock Plan.
 - (8) Acquired under the National Commerce Bancorporation Deferred Compensation Plan, which is a frozen plan. These securities convert to common stock on a one-for-one basis. Payouts occur annually in January, ending in 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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