

SUNTRUST BANKS INC

Form 4

September 19, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROGERS WILLIAM H JR

(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)
09/17/2006

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/17/2006		M	3,200	A \$ 76.76	22,314	D
Common Stock	09/17/2006		F	1,359	D \$ 76.76	20,955	D
Common Stock						6,096.888	I 401(k) ⁽¹⁾
Common Stock						60	I Custodian Account ⁽²⁾
Common Stock						20,000	I Restricted Stock ⁽³⁾

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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 (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 ⁽⁴⁾	<u>(4)</u>					<u>(4)</u> <u>(4)</u>	Common Stock 346.692
Phantom Stock Units ⁽⁵⁾	<u>(5)</u>	09/17/2006		M	3,200	<u>(5)</u> <u>(5)</u>	Common Stock 3,200
Option ⁽⁶⁾	\$ 73.0625					11/09/2002 11/09/2009	Common Stock 1,365
Option ⁽⁶⁾	\$ 73.0625					11/09/2002 11/09/2009	Common Stock 4,635
Option ⁽⁷⁾	\$ 51.125					11/14/2003 11/14/2010	Common Stock 10,000
Option ⁽⁷⁾	\$ 64.57					11/13/2004 11/13/2011	Common Stock 15,000
Option ⁽⁷⁾	\$ 54.28					02/11/2006 02/11/2013	Common Stock 15,000
Option ⁽⁷⁾	\$ 73.19					02/10/2007 02/10/2014	Common Stock 18,000
Option ⁽⁸⁾	\$ 73.14					02/08/2008 02/08/2015	Common Stock 18,000
Option ⁽⁸⁾	\$ 71.03					02/14/2009 02/14/2016	Common Stock 32,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ROGERS WILLIAM H JR 303 PEACHTREE STREET ATLANTA, GA 30308	Corporate Exec. Vice President

Signatures

David A. Wisniewski, Attorney-in-Fact for William H. Rogers, Jr. 09/19/2006

__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.
- (2) Held as Custodian for daughter, Heather Christian Rogers, and son, David Henry Rogers.
Restricted stock held under 1986 SunTrust Executive Stock Plan, 1995 SunTrust Executive Stock Plan and SunTrust Banks, Inc. 2000 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 16(b)-3.
- (4) 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.
- (5) Granted in exchange for restricted stock. Will be paid out on various dates. These phantom stock units convert to common stock on a one-for-one basis.
- (6) Granted pursuant to the 1995 SunTrust Executive Stock Plan.
- (7) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (8) 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.