### Edgar Filing: SUNTRUST BANKS INC - Form 4

SUNTRUST	BANKS INC						
Form 4							
October 04, 2							
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMM					OMB APPROVAL		
Charle this			Washington, D.C. 20549			3235-0287 January 31,	
Check this if no longe subject to Section 16 Form 4 or Form 5 obligations may contin <i>See</i> Instruc	Filed purs Filed purs Section 17(a)	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					
1(b).							
(Print or Type Re	esponses)						
1. Name and Ad Farnsworth T	ldress of Reporting P 'homas C Jr	Symbol	Name and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	iddle) 3. Date of	Earliest Transaction	(Check all applicable)			
5335 DISTR	IPLEX FARMS I	(Month/E DRIVE 10/02/2	-	X_ Director10% Owner Officer (give titleOther (specify below) below)			
	(Street)		ndment, Date Original hth/Day/Year)	<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
MEMPHIS, 7	ГN 38141			Person	fore than One Ke	eporting	
(City)	(State) (A	Zip) Tabl	e I - Non-Derivative Securities Ac	quired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock			Code V Amount (D) Price		D		
Common Stock				247	I	Spouse	
Common Stock				1,200	D <u>(1)</u>		

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. Transacti Code (Instr. 8)	5. Number of orDerivative 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	Amoun Numbe Shares
Option (2)	\$ 49.34					04/25/2001	04/25/2011	Common Stock	1,77
Option (2)	\$ 56.11					04/24/2002	04/24/2012	Common Stock	1,47
Option (2)	\$ 40.99					04/23/2003	04/23/2013	Common Stock	2,48
Option (3)	\$ 67.64					08/18/2004	04/25/2011	Common Stock	43
Phantom Stock Units <u>(4)</u>	<u>(4)</u>	10/02/2006		А	146.0849	<u>(4)</u>	(4)	Common Stock	146.0
Phantom Stock Units (4)	<u>(4)</u>	10/03/2006		А	38.845	<u>(4)</u>	(4)	Common Stock	38.8

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships				
	Director	10% Owner	Officer	Other	
Farnsworth Thomas C Jr 5335 DISTRIPLEX FARMS DRIVE MEMPHIS, TN 38141	Х				
Signatures					
David A. Wisniewski, Attorney-in-Fac Farnsworth, Jr.		10/04/2006			
**Signature of Reporting Person					Date
<b>Explanation of Respo</b>	nses	:			

\* 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) Restricted stock held under SunTrust Banks, Inc. 2004 Stock Plan. The plan is exempt under Rule 16(b)-3.

(2) Granted pursuant to the National Commerce Financial Corporation Amended and Restated Long-Term Incentive Plan.

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(3) Granted pursuant to the National Commerce Financial Corporation 2003 Stock and Incentive Plan.

The phantom stock units were accrued under the SunTrust Banks, Inc. Directors Deferred Compensation Plan and are to be settled upon

- (4) the reporting person's retirement. Directors fees are deferred into this plan and are accounted for as if invested in SunTrust common stock. These phantom stock units convert to common stock on a one-for-one basis.
- (5) Includes additional shares acquired as a result of reinvestment of dividends since the reporting person's last filing.

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.