

SUNTRUST BANKS INC

Form 4

February 16, 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 *
KIRBY C EUGENE

(Last) (First) (Middle)

**303 PEACHTREE CENTER
AVENUE**

(Street)

ATLANTA, GA 30303

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2006

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 ____ Other (specify
below) 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)
			Code	V Amount (D) Price			
Common Stock					1,707	D	
Common Stock					8,667.17	I	401(k) ⁽¹⁾

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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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 or Number of Shares
Phantom Stock Units <u>(2)</u>	<u>(2)</u>							<u>(2)</u>	<u>(2)</u>	Common Stock	267,246
Option <u>(3)</u>	\$ 54.4							01/22/2001	01/22/2008	Common Stock	1,838
Option <u>(3)</u>	\$ 54.39							01/22/2001	01/22/2008	Common Stock	178
Option <u>(4)</u>	\$ 65.1875							02/09/2002	02/09/2009	Common Stock	1,500
Option <u>(4)</u>	\$ 73.0625							11/09/2002	11/09/2009	Common Stock	10,000
Option <u>(5)</u>	\$ 51.125							11/14/2003	11/14/2010	Common Stock	3,000
Option <u>(5)</u>	\$ 64.57							11/13/2004	11/13/2011	Common Stock	3,500
Option <u>(5)</u>	\$ 54.28							02/11/2006	02/11/2013	Common Stock	15,000
Option <u>(5)</u>	\$ 73.19							02/10/2007	02/10/2014	Common Stock	18,000
Option <u>(6)</u>	\$ 73.14							02/08/2008	02/08/2015	Common Stock	18,000
Option <u>(6)</u>	\$ 71.03	02/14/2006		A		21,240		02/14/2009	02/14/2016	Common Stock	21,240

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KIRBY C EUGENE 303 PEACHTREE CENTER AVENUE ATLANTA, GA 30303	Corporate Exec. Vice President

Signatures

Raymond D. Fortin, Attorney-in-Fact for C. Eugene Kirby

02/16/2006

__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) The reported phantom stock units were acquired under SunTrust Banks, Inc.'s 401(k) excess benefit plan. These securities convert to common stock on a one-for-one basis.
 - (3) Granted pursuant to the Crestar Financial Corporation Stock Plan and then converted to the 1995 SunTrust Executive Stock Plan.
 - (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. 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.