SUNTRUST BANKS INC
Form 4
February 16, 2006

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
WELLS JAMES M III

(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)
02/14/2006

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 below) _____ Other (specify below)
President & COO

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	(A) or (D)	Price			
Common Stock								133,710	D	
Common Stock								12,267	I	Spouse
Common Stock								949.49	I	401(k) (1)

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

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number.

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 (2)	(2)							(2)	(2)	Common Stock	1,779.9
Option	$ 37.28							01/23/1998	01/23/2007	Common Stock	2,68
Option	$ 37.27							01/23/1998	01/23/2007	Common Stock	27,5
Option	$ 38.28							02/24/1998	02/24/2007	Common Stock	10,1
Option	$ 54.39							07/20/1998	01/22/2008	Common Stock	1,83
Option	$ 54.39							07/20/1998	01/22/2008	Common Stock	26,2
Option	$ 76.5							12/31/2001	12/31/2008	Common Stock	90,0
Option (3)	$ 73.0625							12/31/2001	11/09/2009	Common Stock	15,0
Option (4)	$ 50.5							03/06/2003	03/06/2010	Common Stock	24,0
Option (4)	$ 50.5							03/06/2005	03/06/2010	Common Stock	16,0
Option (4)	$ 51.125							12/31/2001	11/14/2010	Common Stock	15,0
Option (4)	$ 51.125							11/14/2003	11/14/2010	Common Stock	35,0
Option (4)	$ 64.57							12/31/2001	11/13/2011	Common Stock	15,0
Option (4)	$ 64.57							11/13/2004	11/13/2011	Common Stock	60,0
Option (4)	$ 54.28							02/11/2006	02/11/2013		100,0

							Common Stock	
Option (4)	$ 73.19				02/10/2007	02/10/2014	Common Stock	100,0
Option (5)	$ 73.14				02/08/2008	02/08/2015	Common Stock	60,0
Option (5)	$ 71.03	02/14/2006	A	100,000	02/14/2009	02/14/2016	Common Stock	100,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WELLS JAMES M III 303 PEACHTREE STREET ATLANTA, GA 30308			President & COO	

Signatures

Raymond D. Fortin, Attorney-in-Fact for James M. Wells III	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 1995 SunTrust Executive Stock Plan.

(4) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.

(5) 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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