SUNTRUST BANKS INC

Form 4

November 16, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

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January 31, 2005

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See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Farnsworth Thomas C Jr

(Street)

(State)

2. Issuer Name and Ticker or Trading

SUNTRUST BANKS INC [STI]

5. Relationship of Reporting Person(s) to Issuer

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Check all applicable)

(Month/Day/Year)

5335 DISTRIPLEX FARMS DRIVE 11/14/2006

Symbol

X_ Director 10% Owner Other (specify Officer (give title

below)

(Zip)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

I

D (1)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

MEMPHIS, TN 38141

(City)

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or		Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				()	Reported		
				(A)	—		

Transaction(s) or

Code V Amount (D) Price

(Instr. 3 and 4)

Common Stock

507,366 D

Common Stock

247

Spouse

SEC 1474

(9-02)

Common Stock

1,200

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. Transactic Code (Instr. 8)	5. Number of or 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 A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option (2)	\$ 49.34					04/25/2001	04/25/2011	Common Stock	1,773
Option (2)	\$ 56.11					04/24/2002	04/24/2012	Common Stock	1,473
Option (2)	\$ 40.99					04/23/2003	04/23/2013	Common Stock	2,489
Option (3)	\$ 67.64					08/18/2004	04/25/2011	Common Stock	431
Phantom Stock Units (4)	<u>(4)</u>	11/14/2006		A	56.8182	<u>(4)</u>	<u>(4)</u>	Common Stock	56.818

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Farnsworth Thomas C Jr 5335 DISTRIPLEX FARMS DRIVE MEMPHIS, TN 38141	X				

Signatures

David A. Wisniewski, Attorney-in-Fact for Thomas C. Farnsworth, Jr.

11/16/2006

**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) 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.
- (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.

Reporting Owners 2

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