

SUNTRUST BANKS INC  
Form 4  
March 03, 2006

**FORM 4**

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

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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GARROTT THOMAS M**

(Last) (First) (Middle)

**ONE COMMERCE  
SQUARE, FOURTH FLOOR**

(Street)

**MEMPHIS, TN 38150**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/28/2006**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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	02/28/2006		G	V 225,463 A 11	225,463	D	
Common Stock					54,232.06	I	401(k) <sup>(2)</sup>
Common Stock					21,291	I	Investment I, LP
Common Stock					134,582	I	Investment II, LP
Common Stock					99,007	I	Children <sup>(3)</sup>

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Common Stock					561,219	I	Trust <sup>(4)</sup>
Common Stock	02/28/2006		G V	225,463	D	<u>(1)</u> 0	I Trust <sup>(5)</sup>

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	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
Option <sup>(6)</sup>	\$ 48.33					10/01/2004	01/14/2013	Common Stock	2,069
Option <sup>(6)</sup>	\$ 52.09					10/01/2004	01/15/2012	Common Stock	1,919
Option <sup>(6)</sup>	\$ 48.33					01/14/2004	01/14/2013	Common Stock	120,418
Option <sup>(6)</sup>	\$ 52.09					01/15/2003	01/15/2012	Common Stock	120,568
Option <sup>(7)</sup>	\$ 49.97					01/16/2002	01/16/2011	Common Stock	59,089
Option <sup>(8)</sup>	\$ 56.17					10/01/2004	01/21/2014	Common Stock	122,488
Option <sup>(9)</sup>	\$ 73.14					02/08/2008	02/08/2015	Common Stock	122,488
Option <sup>(9)</sup>	\$ 71.03					02/14/2009	02/14/2016	Common Stock	122,488
Phantom Stock Units <sup>(10)</sup>	<u>(10)</u>					<u>(10)</u>	<u>(10)</u>	Common Stock	30,349.1491

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GARROTT THOMAS M ONE COMMERCE SQUARE FOURTH FLOOR MEMPHIS, TN 38150	X			

# Signatures

Raymond D. Fortin, Attorney-in-Fact for Thomas M. Garrott	03/03/2006
**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) This transaction is a gift.  
Acquired under the National Commerce Financial Corporation Investment Plan, which was frozen 12/31/04, and merged into the SunTrust Banks, Inc. 401(k) Plan on 7/1/05. 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 in trust for children.
- (3) Garrott 2005 Investments LTD with respect to which the Reporting Person serves as general partner.
- (4) Thomas M. Garrott 2003 Trust with respect to which the Reporting Person is the grantor and a beneficiary.
- (5) Granted pursuant to the National Commerce Financial Corporation Amended and Restated Long-Term Incentive Plan.
- (6) Granted pursuant to the National Commerce Financial Corporation 1994 Stock Plan Amended and Restated.
- (7) Granted pursuant to the National Commerce Financial Corporation 2003 Stock and Incentive Plan.
- (8) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
- (9) Acquired under the National Commerce Financial Corporation Equity Investment Plan, which was frozen 12/31/04. These securities convert to common stock on a one-for-one basis.
- (10)

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.