

KIRBY C EUGENE
Form 4
November 03, 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

OMB
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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)
11/02/2006

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)
Corporate Exec. Vice President

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/02/2006		M		178	A	\$ 54.39
Common Stock							
					9,114.493	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
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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 ⁽²⁾	⁽²⁾					⁽²⁾ ⁽²⁾	Common Stock 326.0008
Option ⁽³⁾	\$ 54.4					01/22/2001 01/22/2008	Common Stock 1,838
Option ⁽³⁾	\$ 54.39	11/02/2006		M	178	01/22/2001 01/22/2008	Common Stock 178
Option ⁽⁴⁾	\$ 65.1875					02/09/2002 02/09/2009	Common Stock 1,500
Option ⁽⁴⁾	\$ 73.0625					11/09/2002 11/09/2009	Common Stock 10,000
Option ⁽⁵⁾	\$ 51.125					11/14/2003 11/14/2010	Common Stock 3,000
Option ⁽⁵⁾	\$ 64.57					11/13/2004 11/13/2011	Common Stock 3,500
Option ⁽⁵⁾	\$ 54.28					02/11/2006 02/11/2013	Common Stock 15,000
Option ⁽⁵⁾	\$ 73.19					02/10/2007 02/10/2014	Common Stock 18,000
Option ⁽⁶⁾	\$ 73.14					02/08/2008 02/08/2015	Common Stock 18,000
Option ⁽⁶⁾	\$ 71.03					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	Corporate Exec. Vice President

ATLANTA, GA 30303

Signatures

David A. Wisniewski, Attorney-in-Fact for C. Eugene Kirby

11/03/2006

__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) 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.

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