

Chancy Mark A
Form 4
February 18, 2009

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 *
Chancy Mark A

(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)
02/14/2009

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)

Corp. EVP and CFO

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 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)
Common Stock	02/14/2009		A	11,403	A \$ 8.72	19,302	D ⁽¹⁾
Common Stock	02/13/2009		F	3,965	D \$ 8.72	15,337	D
Common Stock						1,231.34	I 401(k) ⁽²⁾
Common Stock						54,372	I Restricted Stock ⁽³⁾

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 (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 ⁽⁴⁾	⁽⁴⁾					⁽⁴⁾ ⁽⁴⁾	Common Stock 1,446.5839
Option ⁽⁵⁾	\$ 68.87					07/27/2004 07/27/2011	Common Stock 5,441
Option ⁽⁵⁾	\$ 64.57					11/13/2004 11/13/2011	Common Stock 2,500
Option ⁽⁵⁾	\$ 54.28					02/11/2006 02/11/2013	Common Stock 1,452
Option ⁽⁵⁾	\$ 73.19					02/10/2007 02/10/2014	Common Stock 10,000
Option ⁽⁶⁾	\$ 73.14					02/08/2008 02/08/2015	Common Stock 40,000
Option ⁽⁶⁾	\$ 71.03					02/14/2009 02/14/2016	Common Stock 45,000
Option ⁽⁶⁾	\$ 85.06					02/13/2010 02/13/2017	Common Stock 42,000
Option ⁽⁶⁾	\$ 64.58					02/12/2011 02/12/2018	Common Stock 115,000
Option ⁽⁶⁾	\$ 29.54					12/31/2011 12/31/2018	Common Stock 100,000
Option ⁽⁶⁾	\$ 9.06					02/10/2012 02/12/2019	Common Stock 250,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Chancy Mark A 303 PEACHTREE STREET ATLANTA, GA 30308	Corp. EVP and CFO

Signatures

David A. Wisniewski, Attorney-in-Fact for Mark A. Chancy	02/18/2009
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____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) Includes 11,403 shares of restricted stock which vested on 02/14/2009.
- (2) 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.

Restricted stock granted under SunTrust Banks, Inc. 2004 Stock Plan. Restricted stock agreements contain tax withholding features
- (3) allowing stock to be withheld to satisfy tax withholding obligations. This plan is exempt under Rule 16(b)-3. Includes 9,522 shares of restricted stock which vest on 2/13/2010 and 27,600 shares which vest on 02/10/2012.
- (4) The 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.
- (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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