REED WILLIAM R JR
Form 4
February 18, 2009

FORM 4

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

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

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
REED WILLIAM R JR

(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)
Vice Chairman

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	02/14/2009		A		12,475	A	$ 8.72	15,558	D (1)	
Common Stock	02/13/2009		F		3,479	D	$ 8.72	12,079	D	
Common Stock								5,873.896	I	401(k) (2)
Common Stock								21,022	I	Restricted Stock (3)
Common Stock								29,200	I	Spouse

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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
Option [(4)]	$ 48.33							10/01/2004	01/14/2013	Common Stock	2,069
Option [(4)]	$ 52.09							10/01/2004	01/15/2012	Common Stock	1,919
Option [(4)]	$ 48.33							01/14/2004	01/14/2013	Common Stock	24,347
Option [(4)]	$ 52.09							01/15/2003	01/15/2012	Common Stock	36,157
Option [(5)]	$ 49.97							01/16/2002	01/16/2011	Common Stock	19,168
Option [(6)]	$ 56.17							10/01/2004	01/21/2014	Common Stock	49,926
Option [(7)]	$ 71.24							10/01/2007	10/01/2014	Common Stock	100,000
Option [(7)]	$ 71.03							02/14/2009	02/14/2016	Common Stock	47,734
Option [(7)]	$ 85.06							02/13/2010	02/13/2017	Common Stock	42,000
Option [(7)]	$ 64.58							02/12/2011	02/12/2018	Common Stock	84,500
Phantom Stock Units [(8)]	[(8)]							[(8)]	[(8)]	Common Stock	480.965
	[(9)]							[(9)]	[(9)]		1,275.1361

Phantom Stock Units (9)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REED WILLIAM R JR 303 PEACHTREE STREET ATLANTA, GA 30308			Vice Chairman	

Signatures

David A. Wisniewski, Attorney-in-Fact for William R. Reed, Jr.	02/18/2009
**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 12,475 shares of restricted stock which vested on 02/14/2009.

(2) Acquired under the National Commerce Financial Corporation Investment Plan, which was frozen on 12/31/04, and merged into the SunTrust Banks, Inc. 401(k) Plan on July 1, 2005. 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.

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

(4) Granted pursuant to the National Commerce Financial Corporation Amended and Restated Long-Term Incentive Plan.

(5) Granted pursuant to the National Commerce Financial Corporation 1994 Stock Plan, Amended and Restated.

(6) Granted pursuant to the National Commerce Financial Corporation 2003 Stock and Incentive Plan.

(7) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.

(8) Acquired under the National Commerce Bancorporation Deferred Compensation Plan, which is a frozen plan. These phantom stock units convert to common stock on a one-for-one basis. Payouts occur annually in January, ending in 2009.

(9) The reported phantom stock units were acquired under SunTrust Banks, Inc.'s 401(k) excess benefit plan. These phantom stock units convert to common stock on a one-for-one basis.

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.