

IVESTER M DOUGLAS

Form 4

February 19, 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  
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 \*  
IVESTER M DOUGLAS

(Last) (First) (Middle)

3384 PEACHTREE RD., SUITE 375

(Street)

ATLANTA, GA 30326

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/17/2009

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code (Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D) (Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/17/2009                              |                                                             | X                                 | (A)<br>or<br>(D)<br>Amount<br>Price<br>2,500 \$<br>12.5                 | 72,500                                                                                                             | D <sup>(1)</sup>                                                     |                                                                   |

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  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                  |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|----------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                                     | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |
| Phantom<br>Stock<br>Units <u>(2)</u>                | <u>(2)</u>                                                            |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | <u>(2)</u>                                                          | <u>(2)</u>         | Common<br>Stock | 16,247.9943                      |
| Option <u>(3)</u>                                   | \$ 51.125                                                             |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 11/14/2000                                                          | 11/14/2010         | Common<br>Stock | 2,000                            |
| Option <u>(3)</u>                                   | \$ 64.57                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 11/13/2001                                                          | 11/13/2011         | Common<br>Stock | 2,000                            |
| Option <u>(3)</u>                                   | \$ 54.28                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 02/11/2003                                                          | 02/11/2013         | Common<br>Stock | 2,000                            |
| Phantom<br>Stock <u>(4)</u>                         | <u>(4)</u>                                                            |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | <u>(4)</u>                                                          | <u>(4)</u>         | Common<br>Stock | 6,808.2047                       |
| Put<br>Option <u>(5)</u>                            | \$ 12.5                                                               | 02/17/2009                              |                                                             | X                                       |                                                                                                                       | 25                                                             |     | 01/26/2009                                                          | 02/20/2009         | Common<br>Stock | 12,500                           |

## Reporting Owners

| Reporting Owner Name / Address                                            | Relationships |           |         |       |
|---------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                           | Director      | 10% Owner | Officer | Other |
| IVESTER M DOUGLAS<br>3384 PEACHTREE RD.<br>SUITE 375<br>ATLANTA, GA 30326 | X             |           |         |       |

## Signatures

David A. Wisniewski, Attorney-in-Fact for M. Douglas  
Ivester

02/19/2009

                     \*\*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) Represents the acquisition of common stock upon physical settlement of exchange-traded put contracts.

(2)

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The phantom stock units were accrued under the SunTrust Banks, Inc. Directors Deferred Compensation Plan and are to be settled upon 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.

- (3) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (4) Restricted stock units granted under the SunTrust Banks, Inc. 2004 Stock Plan. Payments commence following the reporting person's departure from the Board of Directors of SunTrust Banks, Inc. These securities convert to common stock on a one-for-one basis.  
Standardized, exchange-traded option. Each contract sold by the reporting person gives the holder the right to require the reporting person
- (5) to purchase 100 shares of SunTrust common stock at the conversion price per share. Amount reported in column 8 is per each 100-share contract.

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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