

REED WILLIAM R JR

Form 4

January 17, 2007

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 *
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)
01/12/2007

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 ____ Other (specify
below) 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 (D) Price			
Common Stock					30,393	D	
Common Stock					30,038.56	I	401(k) ⁽¹⁾
Common Stock					124,200	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**

SEC 1474
(9-02)

number.

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 Number Shares
Option <u>(2)</u>	\$ 48.33							10/01/2004	01/14/2013	Common Stock	2,069
Option <u>(2)</u>	\$ 52.09							10/01/2004	01/15/2012	Common Stock	1,919
Option <u>(2)</u>	\$ 48.33							01/14/2004	01/14/2013	Common Stock	24,347
Option <u>(2)</u>	\$ 52.09							01/15/2003	01/15/2012	Common Stock	36,157
Option <u>(3)</u>	\$ 49.97							01/16/2002	01/16/2011	Common Stock	19,168
Option <u>(3)</u>	\$ 31.93							07/05/2001	07/05/2010	Common Stock	49,530
Option <u>(3)</u>	\$ 35.84							01/14/1999	01/14/2009	Common Stock	12,383
Option <u>(4)</u>	\$ 56.17							10/01/2004	01/21/2014	Common Stock	49,920
Option <u>(5)</u>	\$ 71.24							10/01/2007	10/01/2014	Common Stock	100,000
Option <u>(5)</u>	\$ 71.03							02/14/2009	02/14/2016	Common Stock	47,734
Phantom Stock Units <u>(6)</u>	<u>(6)</u>	01/12/2007		I		845.542		<u>(6)</u>	<u>(6)</u>	Common Stock	845.542
Phantom Stock Units <u>(7)</u>	<u>(7)</u>							<u>(7)</u>	<u>(7)</u>	Common Stock	53.826

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Edgar Filing: REED WILLIAM R JR - Form 4

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.

01/16/2007

__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).

Acquired under the National Commerce Financial Corporation Investment Plan, which was frozen on 12/31/04, and merged into the
(1) 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.

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

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

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

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

(6) 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.

(7) 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.