

SHUFELDT R CHARLES
Form 4
May 23, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SHUFELDT R CHARLES

(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)
05/22/2007

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	05/22/2007		S		2,417	D	\$ 90.4175
Common Stock	05/22/2007		S		2,151	D	\$ 90.4
Common Stock					7,787	I	
Common Stock					1,171.054	I	401(k) ⁽¹⁾
Common Stock					22,800	I	Restricted Stock ⁽²⁾

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

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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)	8. Amount or Number of Shares
Phantom Stock Units ⁽³⁾	⁽³⁾					⁽³⁾ ⁽³⁾	Common Stock	1,087.922
Option ⁽⁴⁾	\$ 73.0625					11/09/2002 11/09/2009	Common Stock	5,000
Option ⁽⁵⁾	\$ 51.125					11/14/2003 11/14/2010	Common Stock	7,400
Option ⁽⁵⁾	\$ 64.57					11/13/2004 11/13/2011	Common Stock	8,455
Option ⁽⁵⁾	\$ 61.54					02/01/2005 02/01/2012	Common Stock	5,376
Option ⁽⁵⁾	\$ 54.28					02/11/2006 02/11/2013	Common Stock	10,158
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	18,000
Option ⁽⁶⁾	\$ 85.06					02/13/2010 02/13/2017	Common Stock	18,000

