HILL C T Form 4 February 18, 2009

### FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

**OMB APPROVAL** 

Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HILL C T			2. Issuer Name <b>and</b> Ticker or Trading Symbol SUNTRUST BANKS INC [STI]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)  Director 10% OwnerX_ Officer (give title Other (specify below)  Corp. Executive Vice President			
919 EAST	MAIN STRE	ET	(Month/Day/Year) 02/14/2009				
(Street) RICHMOND, VA 23219			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	equired, Disposed of, or Beneficially Owned			
1.Title of	2. Transaction	Date 2A Dee	med 3. 4. Securities Acquired	5. Amount of 6. Ownership 7. Nature of			

(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	asaction Date 2A. Deemed  Execution Date, if any (Month/Day/Year)		4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/14/2009		A	5,265	A	\$ 8.72	32,713	D (1)	
Common Stock	02/13/2009		F	2,022	D	\$ 8.72	30,691	D	
Common Stock							19,885.061	I	401(k) (2)
Common Stock							40,384	I	Restricted Stock (3)

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

#### Edgar Filing: HILL C T - Form 4

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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. Transactic Code (Instr. 8)	of	(Month/Day/Y ive es ed d	te	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) ( <b>Γ</b>	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units (4)	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	1,451.21
Phantom Stock Units (5)	<u>(5)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	452.8692
Option (6)	\$ 73.0625					11/09/2002	11/09/2009	Common Stock	6,000
Option (7)	\$ 51.125					11/14/2003	11/14/2010	Common Stock	15,000
Option (7)	\$ 64.57					11/13/2004	11/13/2011	Common Stock	15,000
Option (7)	\$ 54.28					02/11/2006	02/11/2013	Common Stock	15,000
Option (7)	\$ 73.19					02/10/2007	02/10/2014	Common Stock	18,000
Option (8)	\$ 73.14					02/08/2008	02/08/2015	Common Stock	18,000
Option (8)	\$ 71.03					02/14/2009	02/08/2016	Common Stock	20,000
Option (8)	\$ 85.06					02/13/2010	02/13/2017	Common Stock	19,000
Option (8)	\$ 64.58					02/12/2011	02/12/2018	Common Stock	34,500
Option (8)	\$ 29.54					12/31/2011	12/31/2018		50,000

Common Stock

02/10/2012 02/12/2019

Common Stock

186,128

## **Reporting Owners**

\$ 9.06

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HILL C T 919 EAST MAIN STREET RICHMOND, VA 23219

Corp. Executive Vice President

**Signatures** 

Option (8)

David A. Wisnewski, Attorney-in-Fact for C.T. Hill

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 5,265 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 held under SunTrust Banks, Inc. 2004 Stock Plan. Subject to certain vesting conditions. Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. All plans are exempt under Rule 16(b)-3. Includes 4,126 shares of restricted stock which vest on 02/13/2010, 4,500 shares which vest on 02/12/2011, 5,000 shares which vest on 10/31/2011, 1,358 shares which vest on 12/15/2011 and 25,400 shares which vest on 02/10/2012.
- (4) 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.
- (5) The reported phantom stock units were acquired under Crestar Bank's ANEX plan. These securities convert to common stock on a one-for-one basis.
- (6) Granted pursuant to the 1995 SunTrust Executive Stock Plan.
- (7) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (8) 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. 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.

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