

REED WILLIAM R JR
Form 4
April 03, 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 | | | 2. Issuer Name and Ticker or Trading Symbol SUNTRUST BANKS INC [STI] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 03/29/2007 | | ____ Director <input checked="" type="checkbox"/> Officer (give title below) ____ 10% Owner ____ Other (specify below) Vice Chairman | |
| 303 PEACHTREE STREET | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (Street) | ATLANTA, GA 30308 | | | | | |
| (City) | (State) | (Zip) | | | | |

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 03/29/2007 | | G | V 32,393 D 0 | | D | |
| Common Stock | | | | | 30,135.601 | I | 401(k) (8) |
| Common Stock | 03/29/2007 | | A | A 32,393 A 154,593 | | 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) | 8. D | 9. S | 10. I | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option ⁽²⁾ | \$ 48.33 | | | | | | | 10/01/2004 | 01/14/2013 | Common Stock | 2,069 |
| Option ⁽²⁾ | \$ 52.09 | | | | | | | 10/01/2004 | 01/15/2012 | Common Stock | 1,919 |
| Option ⁽²⁾ | \$ 48.33 | | | | | | | 01/14/2004 | 01/14/2013 | Common Stock | 24,347 |
| Option ⁽²⁾ | \$ 52.09 | | | | | | | 01/15/2003 | 01/15/2012 | Common Stock | 36,157 |
| Option ⁽³⁾ | \$ 49.97 | | | | | | | 01/16/2002 | 01/16/2011 | Common Stock | 19,168 |
| Option ⁽³⁾ | \$ 31.93 | | | | | | | 07/05/2001 | 07/05/2010 | Common Stock | 49,530 |
| Option ⁽³⁾ | \$ 35.84 | | | | | | | 01/14/1999 | 01/14/2009 | Common Stock | 12,383 |
| Option ⁽⁴⁾ | \$ 56.17 | | | | | | | 10/01/2004 | 01/21/2014 | Common Stock | 49,926 |
| Option ⁽⁵⁾ | \$ 71.24 | | | | | | | 10/01/2007 | 10/01/2014 | Common Stock | 100,000 |
| Option ⁽⁵⁾ | \$ 71.03 | | | | | | | 02/14/2009 | 02/14/2016 | Common Stock | 47,734 |
| Option ⁽⁵⁾ | \$ 85.06 | | | | | | | 02/13/2010 | 02/13/2017 | Common Stock | 42,000 |
| Phantom Stock Units ⁽⁶⁾ | ⁽⁶⁾ | | | | | | | ⁽⁶⁾ | ⁽⁶⁾ | Common Stock | 480.965 |
| Phantom Stock Units ⁽⁷⁾ | ⁽⁷⁾ | | | | | | | ⁽⁷⁾ | ⁽⁷⁾ | Common Stock | 163.2614 |

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. 04/02/2007

__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).
- (1) This transaction is a gift
 - (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.
- Acquired under the National Commerce Financial Corporation Investment Plan, which was frozen on 12/31/04, and merged into the
- (8) 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.

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.