

Panther Thomas E  
 Form 4  
 February 14, 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 \*  
 Panther Thomas E

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)  
 303 PEACHTREE STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/13/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP, Controller/ChiefAcct.Off.

ATLANTA, GA 30308  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 625.339   | I  | 401(k) <sup>(1)</sup>             |
| Common Stock                    | 02/13/2007                           |  | A                              | 1,350 A \$ 85.06  | 2,650   | D <sup>(2)</sup>   |                                   |

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

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SEC 1474 (9-02)

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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 <sup>(3)</sup>         |  |                                      |  |                                |   | <sup>(3)</sup> / <sup>(3)</sup>                          | Common Stock  | 103.0238                      |
| Option <sup>(4)</sup>                      | \$ 51.125  |                                      |  |                                |   | 11/14/2003 / 11/14/2010                                  | Common Stock  | 1,950                         |
| Option <sup>(4)</sup>                      | \$ 64.57   |                                      |  |                                |   | 11/13/2004 / 11/13/2011                                  | Common Stock  | 1,545                         |
| Option <sup>(4)</sup>                      | \$ 54.28   |                                      |  |                                |   | 02/11/2006 / 02/11/2013                                  | Common Stock  | 2,400                         |
| Option <sup>(4)</sup>                      | \$ 73.19   |                                      |  |                                |   | 02/10/2007 / 02/10/2014                                  | Common Stock  | 3,000                         |
| Option <sup>(5)</sup>                      | \$ 73.14   |                                      |  |                                |   | 02/08/2008 / 02/08/2015                                  | Common Stock  | 7,000                         |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                                  |       |
|---|---------------|-----------|----------------------------------|-------|
|   | Director      | 10% Owner | Officer                          | Other |
| Panther Thomas E<br>303 PEACHTREE STREET<br>ATLANTA, GA 30308 |               |           | SVP, Controller/Chief Acct. Off. |       |

## Signatures

David A. Wisniewski, Attorney-in-Fact for Thomas E. Panther  
 02/14/2007  
 \*\*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).

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- (1) 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 the SunTrust Banks, Inc. 2004 Stock Plan, which is subject to certain vesting conditions. The restricted stock
- (2) agreement contains tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. The plan is exempt under Rule 16(b)-3.
- (3) The phantom stock units were acquired under SunTrust Banks, Inc.'s 401(k) excess benefit plan. These securities convert to common stock on a one-for-one basis.
- (4) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (5) 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.