REED WILLIAM R JR
Form 4
December 15, 2005

FORM 4

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

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

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
REED WILLIAM R JR

(Last) (First) (Middle)

ONE COMMERCE SQUARE

(Street)

MEMPHIS, TN 38150

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
SUNTRUST BANKS INC [STI]

3. Date of Earliest Transaction (Month/Day/Year)
12/13/2005

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 below) _____ Other (specify 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	(A) or (D)	Price			
Common Stock								48,589	D	
Common Stock								29,953.548	I	401(k) (1)
Common Stock	12/13/2005		G	V	1,000	D	(2)	124,200	I	Spouse
Common Stock								79,066	I	Exchange Fund (3)

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

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SEC 1474 (9-02)

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 S (
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (4)	$ 48.33							10/01/2004	01/14/2013	Common Stock	2,069	
Option (4)	$ 52.09							10/01/2004	01/15/2012	Common Stock	1,919	
Option (4)	$ 48.33							01/14/2004	01/14/2013	Common Stock	24,347	
Option (4)	$ 52.09							01/15/2003	01/15/2012	Common Stock	36,157	
Option (5)	$ 49.97							01/16/2002	01/16/2011	Common Stock	19,168	
Option (5)	$ 31.93							07/05/2001	07/05/2010	Common Stock	49,530	
Option (5)	$ 35.84							01/14/1999	01/14/2009	Common Stock	12,383	
Option (6)	$ 56.17							10/01/2004	01/21/2014	Common Stock	49,926	
Option (7)	$ 71.24							10/01/2007	10/01/2014	Common Stock	100,000	
Phantom Stock Units (8)	(8)							(8)	(8)	Common Stock	2,023.726	

Reporting Owners

Reporting Owner Name / Address	Relationships

Director	10% Owner	Officer	Other

REED WILLIAM R JR
ONE COMMERCE SQUARE
MEMPHIS, TN 38150

Vice Chairman

Signatures

Raymond D. Fortin, Attorney-in-Fact for William R. Reed, Jr.	12/15/2005
**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) Acquired under the National Commerce Financial Corporation Investment Plan, which was frozen on 12/31/04, and merged into the 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) This transaction is a gift.

(3) Held in the Eton Vance Belaire Exchange Fund.

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

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

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

(7) Granted pursuant to SunTrust Banks, Inc.'s 2004 Stock Plan.

(8) Acquired under the National Commerce Bancorporation Deferred Compensation Plan, which is a frozen plan. These securities convert to common stock on a one-for-one basis. Payouts occur annually in January, ending in 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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