

Fortin Raymond D  
 Form 4  
 February 12, 2009

**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 \*  
 Fortin Raymond D

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)  
 02/10/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Corp. EVP & General Counsel

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 Indirect Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					19,264	D	
Common Stock					2,991.17	I	401(k) <sup>(1)</sup>
Common Stock	02/10/2009	02/10/2009	A	25,100 A	\$ 0 51,297	I	Restricted Stock <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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Phantom Stock Units <sup>(3)</sup>	<sup>(3)</sup>					<sup>(3)</sup> <sup>(3)</sup>	Common Stock 1,466.6
Option <sup>(4)</sup>	\$ 70.8125					11/10/2001 11/10/2008	Common Stock 1,40
Option <sup>(4)</sup>	\$ 73.0625					11/09/2002 11/09/2009	Common Stock 5,00
Option <sup>(5)</sup>	\$ 51.125					11/14/2003 11/14/2010	Common Stock 8,05
Option <sup>(5)</sup>	\$ 64.57					11/13/2004 11/13/2011	Common Stock 10,9
Option <sup>(5)</sup>	\$ 54.28					02/11/2006 02/11/2013	Common Stock 13,1
Option <sup>(5)</sup>	\$ 73.19					02/10/2007 02/10/2014	Common Stock 15,0
Option <sup>(6)</sup>	\$ 73.14					02/08/2008 02/08/2015	Common Stock 18,0
Option <sup>(6)</sup>	\$ 71.03					02/14/2009 02/14/2016	Common Stock 20,0
Option <sup>(6)</sup>	\$ 85.06					02/13/2010 02/13/2017	Common Stock 18,0
Option <sup>(6)</sup>	\$ 64.58					02/12/2011 02/12/2018	Common Stock 33,5
Option <sup>(6)</sup>	\$ 9.06	02/10/2009		A	183,273	02/10/2012 02/10/2019	Common Stock 183,2

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Fortin Raymond D  
303 PEACHTREE STREET  
ATLANTA, GA 30308

Corp. EVP & General Counsel

## Signatures

David A. Wisniewski, Attorney-in-Fact for Raymond D.  
Fortin

02/12/2009

\*\*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) Because the stock fund component of the 401(k) 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 1986 SunTrust Executive Stock Plan, 1995 SunTrust Executive Stock Plan, SunTrust Banks, Inc. 2000 Stock Plan and SunTrust Banks, Inc. 2004 Stock Plan. Subject to certain vesting conditions. Restricted stock agreements contain tax
- (2) withholding features allowing stock to be withheld to satisfy tax withholding obligations. All plans are exempt under Rule 16(b)-3. Includes 5,321 shares of restricted stock which vest on 02/14/2009, 3,809 shares which vest on 2/13/2010 and 25,100 shares which vest on 02/10/2012.
- (3) 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.
- (4) Granted pursuant to the 1995 SunTrust Executive Stock Plan.
- (5) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (6) 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.