

SUNTRUST BANKS INC  
 Form 4  
 January 26, 2007

**FORM 4**

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

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).

**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 \*  
 Chancy Mark A

(Last) (First) (Middle)  
 303 PEACHTREE STREET  
 (Street)

ATLANTA, GA 30308

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 01/25/2007

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)  
 Corp. EVP and CFO

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 Price (D)		
Common Stock	01/25/2007		M		1,452 A \$ 68.87	4,139	D
Common Stock	01/25/2007		M		8,548 A \$ 54.28	12,687	D
Common Stock	01/25/2007		F		100 D \$ 82.29	12,587	D
Common Stock	01/25/2007		F		500 D \$ 82.3	12,087	D
Common Stock	01/25/2007		F		400 D \$ 82.32	11,687	D

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Common Stock	01/25/2007	F	200	D	\$ 82.33	11,487	D	
Common Stock	01/25/2007	F	300	D	\$ 82.34	11,187	D	
Common Stock	01/25/2007	F	500	D	\$ 82.35	10,687	D	
Common Stock	01/25/2007	F	1,000	D	\$ 82.37	9,687	D	
Common Stock	01/25/2007	F	1,500	D	\$ 82.38	8,187	D	
Common Stock	01/25/2007	F	600	D	\$ 82.39	7,587	D	
Common Stock	01/25/2007	F	1,106	D	\$ 82.4	6,481	D	
Common Stock	01/25/2007	F	933	D	\$ 82.41	5,548	D	
Common Stock	01/25/2007	F	100	D	\$ 82.42	5,448	D	
Common Stock	01/25/2007	F	200	D	\$ 82.43	5,248	D	
Common Stock	01/25/2007	F	200	D	\$ 82.44	5,048	D	
Common Stock						602,032	I	401(k) <sup>(1)</sup>
Common Stock						2,000	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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(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)
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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units <sup>(3)</sup>								<u>(3)</u>	<u>(3)</u>	Common Stock	169,6701
Option <sup>(4)</sup>	\$ 68.87		01/25/2007	M				1,452	07/27/2004 07/27/2011	Common Stock	1,452
Option <sup>(4)</sup>	\$ 64.57								11/13/2004 11/13/2011	Common Stock	2,500
Option <sup>(4)</sup>	\$ 54.28		01/25/2007	M				8,548	02/11/2006 02/11/2013	Common Stock	8,548
Option <sup>(4)</sup>	\$ 73.19								02/10/2007 02/10/2014	Common Stock	10,000
Option <sup>(5)</sup>	\$ 73.14								02/08/2008 02/08/2015	Common Stock	40,000
Option <sup>(5)</sup>	\$ 71.03								02/14/2009 02/14/2016	Common Stock	45,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chancy Mark A 303 PEACHTREE STREET ATLANTA, GA 30308			Corp. EVP and CFO	

## Signatures

David A. Wisniewski, Attorney-in-Fact for Mark A. Chancy 01/26/2007

\_\_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) 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) Restricted stock held under the SunTrust Banks, Inc. 2000 Stock Plan. Subject to certain vesting conditions. The 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.

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