

SUNTRUST BANKS INC

Reported by
REED WILLIAM R JR

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/18/09 for the Period Ending 02/14/09

Address	303 PEACHTREE ST N E ATLANTA, GA 30308
Telephone	4045887711
CIK	0000750556
Symbol	STI
SIC Code	6021 - National Commercial Banks
Industry	Regional Banks
Sector	Financial
Fiscal Year	12/31

FORM 4

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

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

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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(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person * REED WILLIAM R JR <small>(Last) (First) (Middle)</small> 303 PEACHTREE STREET <small>(Street)</small> ATLANTA, GA 30308 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol SUNTRUST BANKS INC [STI] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/14/2009</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Vice Chairman 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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)			
Common Stock	2/14/2009		A		12475	A \$8.72	15558	D (1)	
Common Stock	2/13/2009		F		3479	D \$8.72	12079	D	
Common Stock							5873.896	I	401(k) (2)
Common Stock							21022	I	Restricted Stock (3)
Common Stock							29200	I	Spouse

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (4)	\$48.33							10/1/2004	1/14/2013	Common Stock	2069		2069	D	
Option (4)	\$52.09							10/1/2004	1/15/2012	Common Stock	1919		1919	D	
Option (4)	\$48.33							1/14/2004	1/14/2013	Common Stock	24347		24347	D	
Option (4)	\$52.09							1/15/2003	1/15/2012	Common Stock	36157		36157	D	
Option (5)	\$49.97							1/16/2002	1/16/2011	Common Stock	19168		19168	D	
Option (6)	\$56.17							10/1/2004	1/21/2014	Common Stock	49926		49926	D	
Option (7)	\$71.24							10/1/2007	10/1/2014	Common Stock	100000		100000	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option ⁽⁷⁾	\$71.03							2/14/2009	2/14/2016	Common Stock	47734		47734	D	
Option ⁽⁷⁾	\$85.06							2/13/2010	2/13/2017	Common Stock	42000		42000	D	
Option ⁽⁷⁾	\$64.58							2/12/2011	2/12/2018	Common Stock	84500		84500	D	
Phantom Stock Units ⁽⁸⁾	⁽⁸⁾							⁽⁸⁾	⁽⁸⁾	Common Stock	480.965		480.965	D	
Phantom Stock Units ⁽⁹⁾	⁽⁹⁾							⁽⁹⁾	⁽⁹⁾	Common Stock	1275.1361		1275.1361	D	

Explanation of Responses:

- (1) Includes 12,475 shares of restricted stock which vested on 02/14/2009.
- (2) 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.
- (3) Restricted stock granted under SunTrust Banks, Inc. 2004 Stock Plan. Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. This plan is exempt under Rule 16(b)-3. Includes 9,522 shares which vest on 2/13/2010.
- (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 the SunTrust Banks, Inc. 2004 Stock Plan.
- (8) 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.
- (9) 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.

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.

2/18/2009

** Signature of Reporting Person

Date

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

* 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).

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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