

Breeden Frances L
 Form 4
 February 18, 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 *
 Breeden Frances L

(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)
 02/14/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Corp. Executive Vice President

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)
			Code	V Amount (A) or (D) Price			
Common Stock	02/14/2009		A	3,041 A \$ 8.72	7,541	D ⁽¹⁾	
Common Stock	02/13/2009		F	1,176 D \$ 8.72	6,365	D	
Common Stock					342.8	I	401(k) ⁽²⁾
Common Stock					31,102	I	Restricted Stock ⁽³⁾

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

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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. D	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units ⁽⁴⁾	⁽⁴⁾					⁽⁴⁾	⁽⁴⁾	Common Stock	766.9756
Option ⁽⁵⁾	\$ 73.06					11/09/2002	11/09/2009	Common Stock	3,000
Option ⁽⁶⁾	\$ 51.13					11/14/2003	11/14/2010	Common Stock	2,000
Option ⁽⁶⁾	\$ 64.57					11/13/2004	11/13/2011	Common Stock	2,400
Option ⁽⁶⁾	\$ 63.74					08/01/2005	08/01/2012	Common Stock	1,000
Option ⁽⁶⁾	\$ 54.28					02/11/2006	02/11/2013	Common Stock	10,000
Option ⁽⁶⁾	\$ 73.19					02/10/2007	02/10/2014	Common Stock	8,000
Option ⁽⁷⁾	\$ 73.14					02/08/2008	02/08/2015	Common Stock	10,000
Option ⁽⁷⁾	\$ 71.03					02/14/2009	02/14/2016	Common Stock	22,500
Option ⁽⁷⁾	\$ 85.06					02/13/2010	02/13/2017	Common Stock	20,000
Option ⁽⁷⁾	\$ 64.58					02/12/2011	02/12/2018	Common Stock	33,500
Option ⁽⁷⁾	\$ 9.06					02/10/2012	02/10/2019	Common Stock	107,545

