

GARROTT THOMAS M
Form 4
December 29, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
GARROTT THOMAS M

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)
P.O. BOX 11227

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/26/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

MEMPHIS, TN 38111

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

(City) (State) (Zip)

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	12/29/2006		G	V	227,997	A	Ⓣ	402,449	D	
Common Stock	12/26/2006		G	V	148,540.285	A	Ⓣ	256,392.285	I	GRAT ⁽²⁾
Common Stock	12/27/2006		G	V	117,341.9648	D	Ⓣ	139,050.3202	I	GRAT ⁽²⁾
Common Stock	12/29/2006		G	V	88,947	A	Ⓣ	227,997.3202	I	GRAT ⁽²⁾
Common Stock	12/29/2006		G	V	227,997	D	Ⓣ	0.3202	I	GRAT ⁽²⁾
								21,291	I	

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Common Stock									Investment I, LP
Common Stock						134,582		I	Investment II, LP
Common Stock						59,007		I	Children ⁽³⁾
Common Stock	12/26/2006		G V	148,540.285	D	Ⓣ	311,094.715	I	Garrott 2005 Investments, LTD ⁽⁴⁾
Common Stock	12/27/2006		G V	117,341.9648	A	Ⓣ	428,436.6798	I	Garrott 2005 Investments, LTD ⁽⁴⁾
Common Stock	12/29/2006		G V	88,947	D	Ⓣ	339,489.6798	I	Garrott 2005 Investments, LTD ⁽⁴⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	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 or Number of Shares
Option ⁽⁵⁾	\$ 48.33					10/01/2004	01/14/2013	Common Stock	2,069
Option ⁽⁵⁾	\$ 52.09					10/01/2004	01/15/2012	Common Stock	1,919
Option ⁽⁵⁾	\$ 48.33					01/14/2004	01/14/2013	Common Stock	120,418
Option ⁽⁵⁾	\$ 52.09					01/15/2003	01/15/2012	Common Stock	120,568

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Option ⁽⁶⁾	\$ 49.97	01/16/2002	01/16/2011	Common Stock	53,086
Option ⁽⁷⁾	\$ 56.17	10/01/2004	01/21/2014	Common Stock	122,488
Option ⁽⁸⁾	\$ 73.14	02/08/2008	02/08/2015	Common Stock	122,488
Option ⁽⁸⁾	\$ 71.03	02/14/2009	02/14/2016	Common Stock	122,488
Phantom Stock Units ⁽⁹⁾		⁽⁹⁾	⁽⁹⁾	Common Stock	24,921.2235

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GARROTT THOMAS M P.O. BOX 11227 MEMPHIS, TN 38111		X		

Signatures

Raymond D. Fortin, Attorney-in-Fact for Thomas M. Garrott
 12/29/2006
 **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) This transaction is a gift.
- (2) Thomas M. Garrott 2005-1 Grantor Retained Annuity Trust.
- (3) Held in trust for children.
- (4) Garrott 2005 Investments LTD with respect to which the Reporting Person serves as general partner.
- (5) Granted pursuant to the National Commerce Financial Corporation Amended and Restated Long-Term Incentive Plan.
- (6) Granted pursuant to the National Commerce Financial Corporation 1994 Stock Plan Amended and Restated.
- (7) Granted pursuant to the National Commerce Financial Corporation 2003 Stock and Incentive Plan.
- (8) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
- (9) Acquired under the National Commerce Financial Corporation Equity Investment Plan, which was frozen 12/31/04, and under the SunTrust Banks, Inc. 401(k) Excess Benefit Plan. These phantom stock units convert to common stock on a one-for-one basis.

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.