SUNTRUST BANKS INC

Form 4

February 17, 2009

FORM 4

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

OMB Number: 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

OMB APPROVAL

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PRINCE LARRY L			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			SUNTRUST BANKS INC [STI]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
2999 CIRCLE 75 PARKWAY			(Month/Day/Year)	X Director 10% Owner		
			02/13/2009	Officer (give title Other (specify below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
ATI ANITA	CA 20220		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
ATLANTA, GA 30339				Person		
(City)	(State)	(Zip)		1 1 D1 1 A D 01 1 H O		

(City)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of	2. Transaction Date 2A. Deemed		3.				5. Amount of	*	7. Nature of
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Code	on(A) or Disposed of (D)			Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5) (A) or					
						Reported Transaction(s) (Instr. 3 and 4)			
a			Code V	Amount	(D)	Price	(mstr. 5 and 1)		
Common Stock	02/13/2009		P	20,000	A	\$9	22,000	D	
Common Stock	02/13/2009		P	20,000	A	\$9	21,090	I	Spouse

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

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SEC 1474

(9-02)

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

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			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
Phantom Stock Units (1)	<u>(1)</u>					<u>(1)</u>	<u>(1)</u>	Common Stock	17,719.7292
Option (2)	\$ 51.125					11/14/2000	11/14/2010	Common Stock	2,000
Option (2)	\$ 64.57					11/13/2001	11/13/2011	Common Stock	2,000
Option (2)	\$ 54.28					02/11/2003	02/11/2013	Common Stock	2,000
Phantom Stock (3)	(3)					(3)	(3)	Common Stock	6,808.2047

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting owner rune / runess	Director	10% Owner	Officer	Other			
PRINCE LARRY L 2999 CIRCLE 75 PARKWAY ATLANTA, GA 30339	X						

Signatures

David A. Wisniewski, Attorney-in-Fact for Larry L.

Prince

02/17/2009

**Signature of Reporting Person

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).
- The phantom stock units were accrued under the SunTrust Banks, Inc. Directors Deferred Compensation Plan and are to be settled upon the reporting person's retirement. Directors fees are deferred into this plan and are accounted for as if invested in SunTrust common stock. These phantom stock units convert to common stock on a one-for-one basis.

Date

- (2) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (3) Restricted stock units granted under the SunTrust Banks, Inc. 2004 Stock Plan. Payments commence following the reporting person's departure from the Board of Directors of SunTrust Banks, Inc. These securities convert to common stock on a one-for-one basis.

Reporting Owners 2

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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.