

SUNTRUST BANKS INC  
 Form 4  
 November 22, 2006

**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 \*  
 SHUFELDT R CHARLES

(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)  
 11/21/2006

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)  
 Corporate Exec. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Stock	11/21/2006		M		1,950 A \$ 51.125	29,899	D
Common Stock	11/21/2006		M		676 A \$ 54.28	30,575	D
Common Stock	11/21/2006		F		1,650 D \$ 82.64	28,925	D
Common Stock						7,787	I Spouse
Common Stock						1,047.661	I 401(k) <sup>(1)</sup>

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Common Stock 27,600 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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units <sup>(3)</sup>	<sup>(3)</sup>					<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	963.2929
Option <sup>(4)</sup>	\$ 73.0625					11/09/2002	11/09/2009	Common Stock	5,000
Option <sup>(5)</sup>	\$ 51.125	11/21/2006		M	1,950	11/14/2003	11/14/2010	Common Stock	1,950
Option <sup>(5)</sup>	\$ 64.57					11/13/2004	11/13/2011	Common Stock	10,000
Option <sup>(5)</sup>	\$ 61.54					02/01/2005	02/01/2012	Common Stock	7,000
Option <sup>(5)</sup>	\$ 54.28	11/21/2006		M	676	02/11/2006	02/11/2013	Common Stock	676
Option <sup>(5)</sup>	\$ 73.19					02/10/2007	02/10/2014	Common Stock	18,000
Option <sup>(6)</sup>	\$ 73.14					02/08/2008	02/08/2015	Common Stock	18,000
Option <sup>(6)</sup>	\$ 71.03					02/14/2009	02/14/2016	Common Stock	18,000

