

SUNTRUST BANKS INC  
Form 8-A12B  
December 05, 2006

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

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**FORM 8-A**

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**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**SunTrust Banks, Inc.**  
(Exact name of registrant as specified in its charter)

**Georgia**  
(State of Incorporation or Organization)

**58 1575035**  
(IRS Employer Identification No.)

**303 Peachtree Street N.E.**

**Atlanta, Georgia**

(Address of principal executive offices)

**30308**  
(Zip Code)

**SunTrust Capital VIII**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State of Incorporation or Organization)

**20-7166160**  
(IRS Employer Identification No.)

**SunTrust Banks, Inc.**

**303 Peachtree Street N.E. Atlanta, Georgia**  
(Address of principal executive offices)

**30308**  
(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to section 12(g) of the Exchange Act and is effective pursuant to General Instruction A(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-137101 and 333-137101-06

Securities to be registered pursuant to Section 12(b) of the Act.

**Title of each class**

**Name of each exchange on which**

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to be so registered  
**6.100% Trust Preferred Securities**

each class is to be registered  
**New York Stock Exchange**

**of SunTrust Capital VIII**

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**Item 1. Description of Registrant's Securities to be Registered.**

The descriptions set forth under the sections Description of the Trust Preferred Securities, Description of the Junior Subordinated Notes, Description of the Guarantee, Relationship Among Trust Preferred Securities, Junior Subordinated Notes and Guarantee and Replacement Capital Covenant in the final prospectus supplement dated November 29, 2006, filed with the Securities and Exchange Commission on November 30, 2006, in connection with the automatic shelf registration statement on Form S-3 (Nos. 333-137101 and 333-137101-06) of SunTrust Banks, Inc. and SunTrust Capital VIII, filed on September 5, 2006, as amended, are incorporated herein by reference.

**Item 2. Exhibits.**

**Exhibit**

Number	Description
4.1	Form of Second Amended and Restated Declaration of Trust, among SunTrust Banks, Inc., as Sponsor, U.S. Bank National Association, as Property Trustee, U.S. Bank Trust National Association, as Delaware Trustee and the Administrative Trustees.
4.2	Form of Guarantee Agreement, between SunTrust Banks, Inc. and U.S. Bank National Association.
4.3	Indenture, dated as of October 25, 2006, between SunTrust Banks, Inc. and U.S. Bank National Association, as Trustee.
4.4	Form of Second Supplemental Indenture to the Junior Subordinated Notes Indenture between SunTrust Banks, Inc. and U.S. Bank National Association.
4.5	Form of certificate representing the 6.100% Trust Preferred Securities (included in Exhibit 4.1).
4.6	Form of 6.100% Extendible Junior Subordinated Note (included in Exhibit 4.4).
4.7	Amended and Restated Certificate of Trust of SunTrust Capital VIII dated as of August 29, 2006.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrants have duly caused this Registration Statement to be signed on their behalf by the undersigned, thereto duly authorized.

SUNTRUST CAPITAL VIII

Date: December 5, 2006

By: /s/ Raymond D. Fortin  
Raymond D. Fortin  
Administrative Trustee

SUNTRUST BANKS, INC.

Date: December 5, 2006

By: /s/ Raymond D. Fortin  
Raymond D. Fortin  
Corporate Executive Vice President  
General Counsel and Corporate Secretary