

GARROTT THOMAS M
Form 4
May 01, 2006

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GARROTT THOMAS M

(Last) (First) (Middle)

ONE COMMERCE
SQUARE, FOURTH FLOOR

(Street)

MEMPHIS, TN 38150

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
SUNTRUST BANKS INC [STI]

3. Date of Earliest Transaction
(Month/Day/Year)
04/27/2006

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)

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 (D) | Price |
| Common Stock | | | | | 225,463 | D | |
| Common Stock | | | | | 54,703.225 | I | 401(k) ⁽¹⁾ |
| Common Stock | | | | | 21,291 | I | Investment I, LP |
| Common Stock | | | | | 134,582 | I | Investment II, LP |
| Common Stock | 04/27/2006 | | S | | 800 | D | \$ 76.26 |
| | | | | | 98,207 | I | Children ⁽²⁾ |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------|---------|---|---------------------|
| Common Stock | 04/27/2006 | S | 1,700 | D | \$ 76.27 | 96,507 | I | Children <u>(2)</u> |
| Common Stock | 04/27/2006 | S | 5,400 | D | \$ 76.5 | 91,107 | I | Children <u>(2)</u> |
| Common Stock | 04/27/2006 | S | 1,500 | D | \$ 76.51 | 89,607 | I | Children <u>(2)</u> |
| Common Stock | 04/27/2006 | S | 17,100 | D | \$ 76.52 | 72,507 | I | Children <u>(2)</u> |
| Common Stock | 04/27/2006 | S | 5,200 | D | \$ 76.54 | 67,307 | I | Children <u>(2)</u> |
| Common Stock | 04/27/2006 | S | 3,300 | D | \$ 76.55 | 64,007 | I | Children <u>(2)</u> |
| Common Stock | 04/27/2006 | S | 3,200 | D | \$ 76.56 | 60,807 | I | Children <u>(2)</u> |
| Common Stock | 04/27/2006 | S | 400 | D | \$ 76.58 | 60,407 | I | Children <u>(2)</u> |
| Common Stock | 04/27/2006 | S | 900 | D | \$ 76.59 | 59,507 | I | Children <u>(2)</u> |
| Common Stock | 04/27/2006 | S | 500 | D | \$ 76.6 | 59,007 | I | Children <u>(2)</u> |
| Common Stock | 04/28/2006 | S | 35,500 | D | \$ 77 | 525,719 | I | Indirect <u>(3)</u> |
| Common Stock | 04/28/2006 | S | 7,500 | D | \$ 76.5 | 518,219 | I | Indirect <u>(3)</u> |
| Common Stock | 04/28/2006 | S | 800 | D | \$ 76.56 | 517,419 | I | Indirect <u>(3)</u> |
| Common Stock | 04/28/2006 | S | 1,700 | D | \$ 76.57 | 515,719 | I | Indirect <u>(3)</u> |
| Common Stock | 04/28/2006 | S | 3,500 | D | \$ 76.73 | 512,219 | I | Indirect <u>(3)</u> |
| Common Stock | 04/28/2006 | S | 300 | D | \$ 76.74 | 511,919 | I | Indirect <u>(3)</u> |
| Common Stock | 04/28/2006 | S | 2,700 | D | \$ 76.75 | 509,219 | I | Indirect <u>(3)</u> |
| Common Stock | 04/28/2006 | S | 7,000 | D | \$ 76.9 | 502,219 | I | Indirect <u>(3)</u> |
| Common Stock | 04/28/2006 | S | 84 | D | \$ 76.99 | 502,135 | I | Indirect <u>(3)</u> |
| Common Stock | 04/28/2006 | S | 2,000 | D | \$ 77.07 | 500,135 | I | Indirect <u>(3)</u> |
| | 04/28/2006 | S | 3,000 | D | \$ 77.1 | 497,135 | I | Indirect <u>(3)</u> |

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Common
Stock

| | | | | | | | | |
|-----------------|------------|---|-------|---|-------------|---------|---|-------------------------|
| Common Stock | 04/28/2006 | S | 1,100 | D | \$ 77.15 | 496,035 | I | Indirect ⁽³⁾ |
| Common Stock | 04/28/2006 | S | 2,000 | D | \$ 77.18 | 494,035 | I | Indirect ⁽³⁾ |
| Common Stock | 04/28/2006 | S | 5,400 | D | \$ 77.2 | 488,635 | I | Indirect ⁽³⁾ |

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)

| 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 |
| Option ⁽⁴⁾ | \$ 48.33 | | | | | 10/01/2004 01/14/2013 | Common Stock 2,069 |
| Option ⁽⁴⁾ | \$ 52.09 | | | | | 10/01/2004 01/15/2012 | Common Stock 1,919 |
| Option ⁽⁴⁾ | \$ 48.33 | | | | | 01/14/2004 01/14/2013 | Common Stock 120,418 |
| Option ⁽⁴⁾ | \$ 52.09 | | | | | 01/15/2003 01/15/2012 | Common Stock 120,568 |
| Option ⁽⁵⁾ | \$ 49.97 | | | | | 01/16/2002 01/16/2011 | Common Stock 59,089 |
| Option ⁽⁶⁾ | \$ 56.17 | | | | | 10/01/2004 01/21/2014 | Common Stock 122,488 |
| Option ⁽⁷⁾ | \$ 73.14 | | | | | 02/08/2008 02/08/2015 | Common Stock 122,488 |
| Option ⁽⁷⁾ | \$ 71.03 | | | | | 02/14/2009 02/14/2016 | Common Stock 122,488 |

| | | | | | |
|-----------|-----|-----|-----|--------|-------------|
| Phantom | | | | Common | |
| Stock | (8) | (8) | (8) | Stock | |
| Units (8) | | | | Stock | 30,615.1789 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GARROTT THOMAS M ONE COMMERCE SQUARE FOURTH FLOOR MEMPHIS, TN 38150 | X | | | |

Signatures

David A. Wisniewski, Attorney-in-Fact for Thomas M.
Garrott

05/01/2006

__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).

- Acquired under the National Commerce Financial Corporation Investment Plan, which was frozen 12/31/04, and merged into the
- (1) SunTrust Banks, Inc. 401 (k) Plan on 7/1/05. Because the stock fund component of the 401 (k) Plan is accounted for in unit accounting, the number of share equivalents varies based on the closing price of SunTrust stock on the applicable measurement date.
 - (2) Held in trust for children.
 - (3) Garrott 2005 Investments LTD with respect to which the Reporting Person serves as general partner.
 - (4) Granted pursuant to the National Commerce Financial Corporation Amended and Restated Long-Term Incentive Plan.
 - (5) Granted pursuant to the National Commerce Financial Corporation 1994 Stock Plan Amended and Restated.
 - (6) Granted pursuant to the National Commerce Financial Corporation 2003 Stock and Incentive Plan.
 - (7) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
 - (8) 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 securities 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.

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