

WELLS JAMES M III  
 Form 4  
 December 09, 2005

**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 \*  
**WELLS JAMES M III**

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)  
 303 PEACHTREE STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/28/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President & COO

ATLANTA, GA 30308

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/28/2005		G	245 D 113	132,425	D	
Common Stock	11/29/2005		G	1,700 D 113	130,725	D	
Common Stock					12,267	I	Spouse
Common Stock					844.504	I	401(k) (2)
Common Stock					4,420	I	Restricted Stock (3)

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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.**

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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>(4)</sup>	<sup>(4)</sup>					<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	1,766.7675
Option	\$ 37.28					01/23/1998	01/23/2007	Common Stock	2,682
Option	\$ 37.27					01/23/1998	01/23/2007	Common Stock	27,558
Option	\$ 38.28					02/24/1998	02/24/2007	Common Stock	10,176
Option	\$ 54.39					07/20/1998	01/22/2008	Common Stock	1,838
Option	\$ 54.39					07/20/1998	01/22/2008	Common Stock	26,290
Option	\$ 76.5					12/31/2001	12/31/2008	Common Stock	90,000
Option <sup>(5)</sup>	\$ 73.0625					12/31/2001	11/09/2009	Common Stock	15,000
Option <sup>(6)</sup>	\$ 50.5					03/06/2003	03/06/2010	Common Stock	24,000
Option <sup>(6)</sup>	\$ 50.5					03/06/2005	03/06/2010	Common Stock	16,000
Option <sup>(6)</sup>	\$ 51.125					12/31/2001	11/14/2010	Common Stock	15,000
Option <sup>(6)</sup>	\$ 51.125					11/14/2003	11/14/2010		35,000

