

SUNTRUST BANKS INC

Form 4

March 28, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HUMANN L PHILLIP

(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)
03/26/2006

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)

Chairman and CEO

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	03/26/2006		M		30,000	A \$ 74.58	90,546	D	
Common Stock	03/26/2006		F		12,735	D \$ 74.58	77,811	D	
Common Stock							150,000	I	Limited Partnership ⁽¹⁾
Common Stock							24,016	I	Trust ⁽²⁾
Common Stock							30,028.896	I	401(k) ⁽³⁾

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Common Stock	33,200	I	Spouse
Common Stock	180,000	I	Restricted Stock <u>(4)</u>

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
Phantom Stock Units <u>(5)</u>	<u>(5)</u>					<u>(5)</u> <u>(5)</u>	Common Stock 10,643.3
Phantom Stock Units <u>(6)</u>	<u>(6)</u>	03/26/2006		M	30,000	<u>(6)</u> <u>(6)</u>	Common Stock 30,000
Option <u>(7)</u>	\$ 73.0625					11/09/2002 11/09/2009	Common Stock 75,000
Option <u>(8)</u>	\$ 51.125					11/14/2003 11/14/2010	Common Stock 150,000
Option <u>(8)</u>	\$ 64.57					11/13/2004 11/13/2011	Common Stock 150,000
Option <u>(8)</u>	\$ 54.28					02/11/2006 02/11/2013	Common Stock 150,000
Option <u>(8)</u>	\$ 73.19					02/10/2007 02/10/2014	Common Stock 150,000
Option <u>(9)</u>	\$ 73.14					02/08/2008 02/08/2015	Common Stock 97,000
Option <u>(9)</u>	\$ 71.03					02/14/2009 02/14/2016	Common Stock 163,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUMANN L PHILLIP 303 PEACHTREE STREET ATLANTA, GA 30308	X		Chairman and CEO	

Signatures

Stephen Johnson, Attorney-in-Fact for L. Phillip Humann
03/28/2006

__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).
- (1) Held by Humann Partners, L.P.
- (2) Held in trust by spouse for members of immediate family.
- (3) 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.
- (4) Restricted stock held under 1986 SunTrust Executive Stock Plan, 1995 SunTrust Executive Stock Plan and SunTrust Banks, Inc. 2000 Stock Plan. Subject to certain vesting conditions. Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. All plans are exempt under Rule 16(b)-3.
- (5) The reported phantom stock units were acquired under SunTrust Banks, Inc.s' 401(k) excess benefit plan. These securities convert to common stock on a one-for-one basis.
- (6) Granted in exchange for restricted stock. Will be paid out on various dates. These securities convert to common stock on a one-for-one basis.
- (7) Granted pursuant to the 1995 SunTrust Executive Stock Plan.
- (8) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (9) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.

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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PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x

The Board of Directors recommends a vote "FOR" each of the nominees for director.

To elect the persons listed below to serve as directors of The Children's Place, Inc. for a one-year term and in each case until his or her successor is duly elected and qualified.

FORAGAINSTABSTAIN

This proxy, when properly executed, will be voted in the manner directed herein by the undersigned stockholder. If no direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

Joseph
Alutto o o

John
E. o o
Bachman

Marla
Malcolm o
Beck

Jane
Elfers o o

Joseph
Gromek o o

Norman
Matthews o o

Robert
L. o o
Mettler

Stanley
Wo o o
Reynolds

Susan
Sobbott o o

**The Board of Directors
recommends a vote “FOR”
proposals 2 and 3.**

2. Too o o
ratify
the
appointment
of
Ernst
&
Young
LLP
as
the
independent
registered
public
accounting
firm

of
The
Children's
Place,
Inc.
for
the
fiscal
year
ending
February
2,
2019.
To
approve,
by
non-binding
vote,
executive
3. compensation o
as
described
in
the
proxy
statement.

To change the address on your account, please check the box at right and indicate
your new address in the address space above. Please note that changes to the o
registered name(s) on the account may not be submitted via this method.

Signature of Stockholder Date: Signature of Stockholder Date:

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder
should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such.
If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such.
If signer is a partnership, please sign in partnership name by authorized person.

**Important Notice Regarding the Availability of Proxy Materials for the
Stockholders Meeting to Be Held on May 9, 2018:**

The proxy statement and form of proxy distributed by the Board of Directors and the Company's Form 10-K Annual Report for the fiscal year ended February 3, 2018 are available at <http://www.childrensplace.com> under the section "Investor Relations."

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THE CHILDREN'S PLACE, INC.

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF
THE CHILDREN'S PLACE, INC.**

The undersigned hereby appoints Michael Scarpa and Bradley P. Cost (the "Proxy Committee"), and each of them, as attorneys and proxies of the undersigned, with full power of substitution, to vote all of the shares of stock of The Children's Place, Inc. which the undersigned may be entitled to vote at the Annual Meeting of Stockholders of The Children's Place, Inc. to be held at 500 Plaza Drive, Secaucus, New Jersey 07094, on Wednesday, May 9, 2018, at 8:30 a.m., Secaucus New Jersey time, and at any and all postponements, continuations and adjournments thereof, with all powers that the undersigned would possess if personally present, upon and in respect of the following matters and in accordance with the following instructions.

The proxies shall vote subject to the directions indicated on the reverse side of this card, and proxies are authorized to vote in their discretion upon other business as may properly come before the meeting to the extent permitted by Rule 14a-4(c) under the Exchange Act. The undersigned hereby revokes all proxies previously given.

If no specification is made, this proxy will be voted with respect to item (1) FOR the Board of Directors' nominees listed, (2) FOR ratification of the selection of Ernst & Young LLP as independent registered public accounting firm of the Company for the fiscal year ending February 2, 2019 and (3) FOR the approval of executive compensation on an advisory basis.

(Continued and to be signed on the reverse side)

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