

SUNTRUST BANKS INC

Form 4

November 18, 2004

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HOEPNER THEODORE J JR

(Last) (First) (Middle)

303 PEACHTREE ST.

(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)
11/16/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Vice Chairman

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	11/16/2004		M		6,600	A \$ 30.25	51,203	D	
Common Stock	11/16/2004		F		2,754	D \$ 72.48	48,449	D	
Common Stock							15,341	I	Spouse
Common Stock							21,947.293	I	401(k) ⁽¹⁾
Common Stock							74,420	I	Restricted Stock ⁽²⁾

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Common Stock	3,840	I	Trust ⁽³⁾
Common Stock	9,700	I	Trust ⁽⁴⁾

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 ⁽⁵⁾	⁽⁵⁾					⁽⁵⁾ ⁽⁵⁾	Common Stock 12,266.30
Phantom Stock Units ⁽⁶⁾	⁽⁶⁾					⁽⁶⁾ ⁽⁶⁾	Common Stock 72,000
Option ⁽⁷⁾	\$ 30.25	11/16/2004		M	6,600	08/08/1995 08/07/2005	Common Stock 6,600
Option ⁽⁸⁾	\$ 73.0625					11/09/2002 11/09/2009	Common Stock 15,000
Option ⁽⁹⁾	\$ 51.125					11/14/2003 11/14/2010	Common Stock 50,000
Option ⁽⁹⁾	\$ 64.57					11/13/2004 11/13/2011	Common Stock 100,000
Option ⁽⁹⁾	\$ 54.28					02/11/2006 02/11/2013	Common Stock 100,000
Option ⁽⁹⁾	\$ 73.19					02/10/2007 02/10/2014	Common Stock 100,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HOEPNER THEODORE J JR 303 PEACHTREE ST. ATLANTA, GA 30308	Vice Chairman

Signatures

Margaret U. Hodgson, Attorney-in-Fact for Theodore J. Hoepner

11/18/2004

__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).

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. Includes additional shares acquired since the reporting person's last filing.

(1) 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.

(2) Hoepner Children's Trust.

(3) John & Lenore Hoepner Trust.

(4) 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. Includes additional shares acquired since reporting person's last filing.

(5) 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.

(6) The option becomes exercisable in 10% increments over 10 years or in the event of death, disability or change of control. This option was granted pursuant to the 1995 SunTrust Executive Stock Plan.

(7) Granted pursuant to the 1995 SunTrust Executive Stock Plan.

(8) Granted pursuant to the SunTrust Banks, Inc. 2000 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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