

REED WILLIAM R JR

Form 4

January 19, 2005

**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  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
REED WILLIAM R JR

(Last) (First) (Middle)

ONE COMMERCE SQUARE

(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)  
01/14/2005

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					48,589	D	
Common Stock					30,435.65	I	NCF 401(k) Plan (2)
Common Stock	12/22/2004		G	V	100	D	125,200
Common Stock					79,066	I	Exchange Fund (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 Date	Title Amount Number Shares
Option <sup>(4)</sup>	\$ 48.33					10/01/2004 01/14/2013	Common Stock 2,069
Option <sup>(4)</sup>	\$ 52.09					10/01/2004 01/15/2012	Common Stock 1,919
Option <sup>(4)</sup>	\$ 48.33					01/14/2004 01/14/2013	Common Stock 24,347
Option <sup>(4)</sup>	\$ 52.09					01/15/2003 01/15/2012	Common Stock 36,157
Option <sup>(5)</sup>	\$ 49.97					01/16/2002 01/16/2011	Common Stock 19,168
Option <sup>(5)</sup>	\$ 30.54					01/12/1998 01/12/2006	Common Stock 19,812
Option <sup>(5)</sup>	\$ 31.93					07/05/2001 07/05/2010	Common Stock 49,530
Option <sup>(5)</sup>	\$ 35.84					01/14/1999 01/14/2009	Common Stock 12,383
Option <sup>(6)</sup>	\$ 56.17					10/01/2004 01/21/2014	Common Stock 49,920
Option <sup>(7)</sup>	\$ 71.24					10/01/2007 10/01/2014	Common Stock 100,000
Phantom Stock Units <sup>(8)</sup>	<sup>(8)</sup>	01/14/2005		I	795.274	<sup>(8)</sup> <sup>(8)</sup>	Common Stock 795.27

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

## Edgar Filing: REED WILLIAM R JR - Form 4

Director      10% Owner      Officer      Other

REED WILLIAM R JR  
ONE COMMERCE SQUARE  
MEMPHIS, TN 38150

Vice  
Chairman

## Signatures

Raymond D. Fortin, Attorney-in-Fact for William R.  
Reed, Jr.

01/19/2005

\_\_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) This transaction is a gift.
- (2) Acquired under the National Commerce Financial Corporation Investment Plan, which will be frozen on 12/31/04.
- (3) Held in the Eton Vance Belaire Exchange Fund.
- (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 SunTrust Banks, Inc.'s 2004 Stock Plan.
- (8) Acquired under the National Commerce Bancorporation Deferred Compensation Plan, which is a frozen plan. These securities convert to common stock on a one-for-one basis. Payouts occur annually in January, ending in 2009.

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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