

SUNTRUST BANKS INC

Form 4

February 17, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FURR RICHARD L

(Last) (First) (Middle)

111 CORCORAN STREET

(Street)

DURHAM, NC 27701

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2005

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)

Executive Vice President

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					74,813	D	
Common Stock					12,780.3889	I	NCF 401(k) Plan ⁽¹⁾
Common Stock					11,512	I	Spouse
Common Stock					17.544	I	401(k) ⁽²⁾

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
Option ⁽³⁾	\$ 26.32							03/31/1997	03/31/2007	Common Stock	17,164
Option ⁽³⁾	\$ 48.33							10/01/2004	01/14/2013	Common Stock	2,069
Option ⁽³⁾	\$ 52.09							10/01/2004	01/15/2012	Common Stock	1,919
Option ⁽³⁾	\$ 32.76							03/16/2001	03/16/2010	Common Stock	17,123
Option ⁽³⁾	\$ 35.58							08/01/2001	08/01/2010	Common Stock	8,351
Option ⁽³⁾	\$ 45.84							03/22/1999	03/22/2009	Common Stock	17,693
Option ⁽³⁾	\$ 46.12							03/05/1999	03/17/2008	Common Stock	14,443
Option ⁽³⁾	\$ 48.33							01/14/2004	01/14/2013	Common Stock	21,045
Option ⁽³⁾	\$ 52.09							01/15/2003	01/15/2012	Common Stock	17,893
Option ⁽⁴⁾	\$ 31.93							07/05/2001	07/05/2010	Common Stock	49,530
Option ⁽⁴⁾	\$ 49.97							01/16/2002	01/16/2011	Common Stock	16,622
Option ⁽⁵⁾	\$ 56.17							10/01/2004	01/21/2014	Common Stock	20,456
Option ⁽⁶⁾	\$ 71.24							10/01/2007	10/01/2014		18,000

Option ⁽⁶⁾		\$ 70.6			11/19/2005	03/16/2010	Common Stock	2,832
Phantom Stock	\$ 72.74	02/15/2005	S	6,288	⁽⁷⁾	⁽⁷⁾	Common Stock	6,288
Units ⁽⁷⁾								

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FURR RICHARD L 111 CORCORAN STREET DURHAM, NC 27701			Executive Vice President	

Signatures

Raymond D. Fortin, Attorney-in-Fact for Richard L. Furr

02/17/2005

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) Acquired under the National Commerce Financial Corporation Investment Plan, which will be frozen on 12/31/04.

Because the stock fund component of the 401(k) 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 17,544 shares acquired under SunTrust's 401(k) plan since the reporting person's last filing.

(3) Granted pursuant to the National Commerce Financial Corporation Amended and Restated Long-Term Incentive Plan.

(4) Granted pursuant to the National Commerce Financial Corporation 1994 Stock Plan, Amended and Restated.

(5) Granted pursuant to the National Commerce Financial Corporation 2003 Stock and Incentive Plan.

(6) Granted pursuant to SunTrust Banks, Inc.'s 2004 Stock Plan.

Acquired under the National Commerce Financial Corporation Equity Investment Plan (the "Plan"), which will be frozen on 12/31/04.

(7) These securities convert to common stock on a one-for-one basis. Intra-plan transfer of phantom stock units out of a SunTrust stock fund maintained under the Plan into other diversified funds under the 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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