

FURR RICHARD L

Form 4

February 23, 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)
02/22/2005

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 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)
Common Stock				(A) or (D)	Price	74,813	D
Common Stock	02/22/2005		S	12,783	D	\$ 70.92	0
Common Stock						11,512	I
Common Stock						17,544	I
							NCF 401(k) Plan ⁽¹⁾
							Spouse
							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)		8. Pri Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
<u>Option (3)</u>	\$ 26.32					03/31/1997	03/31/2007	Common Stock	17,164	
<u>Option (3)</u>	\$ 48.33					10/01/2004	01/14/2013	Common Stock	2,069	
<u>Option (3)</u>	\$ 52.09					10/01/2004	01/15/2012	Common Stock	1,919	
<u>Option (3)</u>	\$ 32.76					03/16/2001	03/16/2010	Common Stock	17,123	
<u>Option (3)</u>	\$ 35.58					08/01/2001	08/01/2010	Common Stock	8,351	
<u>Option (3)</u>	\$ 45.84					03/22/1999	03/22/2009	Common Stock	17,693	
<u>Option (3)</u>	\$ 46.12					03/05/1999	03/17/2008	Common Stock	14,443	
<u>Option (3)</u>	\$ 48.33					01/14/2004	01/14/2013	Common Stock	21,045	
<u>Option (3)</u>	\$ 52.09					01/15/2003	01/15/2012	Common Stock	17,893	
<u>Option (4)</u>	\$ 31.93					07/05/2001	07/05/2010	Common Stock	49,530	
<u>Option (4)</u>	\$ 49.97					01/16/2002	01/16/2011	Common Stock	16,622	
<u>Option (5)</u>	\$ 56.17					10/01/2004	01/21/2014	Common Stock	20,456	

Option (6)	\$ 71.24	10/01/2007	10/01/2014	Common Stock	18,000
Option (6)	\$ 70.6	11/19/2005	03/16/2010	Common Stock	2,832

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 02/23/2005

__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 (the "Plan"), which was frozen on 12/31/04. Intra-plan transfer out of a SunTrust stock fund maintained under the Plan into other diversified funds under the Plan.
- (2) 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.
- (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.

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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