### SUNTRUST BANKS INC

Form 4 March 17, 2003

# FORM 4

\_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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Name and Address of Reporting Person*  Prince, Larry L.					me <b>and</b> Tic <b>anks, Inc.</b>		Trading	Pe	Relationship of erson(s) Issuer (Check	of Reporting all applicable)		
(Last) (First) (Middle)  2999 Circle 75 Parkway				orting tity (	ntification last Person, voluntary) 8-1575035	Numbe	Мо	Statement for onth/Day/Year orch 14, 2003	10	X Director  10% Owner  _ Officer (give title below)  Other (specify below)		
Atlanta, GA 30					Dat	5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	T	able	I Non-I	<b>Derivat</b>	ive Sec	urities Acquired,	Dispose	ed of, or Benef	ficially Owned	
1. Title of Security (Instr. 3)	2. Trans-	2A. Deemed Execution Date,	3. Transaction C (Instr. 8	Code	4. Securities Acquire (A) or Disposed of (I (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially		6. Owner- ship Form: Direct (D)	7. Nature of Indirect Beneficial	
	(Month/ Day/ Year)	if any (Month/Day/ Year)	Code	V	Amount	(A) or (D)	Price	Owned Following Reported Transactions(s) (Instr. 3 & 4)		or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Common Stock									2,000	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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#### **FORM 4 (continued)** Table II - Derivative Securities Acquired, Disposed of, or Beneficially **Owned**

(e.g. nuts calls warrants ontions convertible securities)

(c.g., puts, cans, warrants, options, convertible securities)												
Title of	2. Conver-	3.	3A.	4.	5. Number	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Natu	
erivative	sion or	Trans-	Deemed	Trans-	of	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indire	
ecurity	Exercise	action	Execution	action	Derivative	Date	Underlying	Security	Securities	ship	Benefici	
	Price of	Date	Date,	Code	Securities	(Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownersl	
nstr. 3)	Derivative		if any		Acquired	Year)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)	
	Security	(Month/	(Month/	(Instr.	(A) or				Following	ative		
		-	-	8)	Disposed of				Reported	Security:		
		Year)	Year)		(D)				Transaction(s)	Direct		
•	erivative ecurity astr. 3)	erivative sion or Exercise Price of Derivative Security	Title of 2. Conver-3. erivative sion or Trans- ecurity Exercise action Price of Date Derivative Security (Month/ Day/	Title of sion or scurity Exercise Price of Derivative Security Security (Month/Day/Day/SA)  Title of 2. Conver-3. 3A. Deemed Execution Execution Date Date, if any Month/Day/Day/	Title of sion or scurity Exercise Price of Derivative Security Security (Month/Day/Day/SA)  Title of 2. Conver-3. 3A. 4. Trans-Deemed Trans-action Execution action Date Date, (Code if any Security (Month/Day/Day/SA)	Title of erivative sion or Exercise action Date Date, Price of Derivative Security Security Security (Month/ Day/ Day/ 8)  Title of 2. Conver-3. 3A. 4. 5. Number Transport of Deemed Transport of Derivative Securities Acquired (Month/ (Instr. (A) or Day/ Day/ 8)	Title of sion or Scurity Exercise action Date Date Price of Date Date, Security Derivative Security (Month/ Day/ Day/ Day/ B) Disposed of Security Date Security Date Security (Month/ Day/ B) Disposed of Security Date Security (Month/ Day/ B) Disposed of Security Disposed of Security Date Security (Month/ Day/ B) Disposed of Security Date Security (Month/ Day/ B) Disposed of Security Date Security (Month/ Day/ B) Disposed of Security Date Security	Title of 2. Conversion or Solution of Exercise action Execution Date Date Date, Securities Derivative Security Officerity Officerity Date Date, Securities Security Officerity O	Title of 2. Conversion or Sion or Exercise action Execution Price of Date Date, Security Security Security (Month/ Day/ Day/ Day/ Day/ 8)  Title of 2. Conversion and Exercisable and Exercisable and Expiration Date Exercise and Exercise and Exercise and Exercise and Exercise and Exercise and Expiration Date Underlying Securities (Month/Day/ Securities (Instr. 3 & 4)  Title of 2. Conversion and Exercisable and Expiration Derivative Security (Month/Day/ Securities (Instr. 3 & 4)  Title and Amount of Derivative Security (Month/Day/ Securities (Instr. 3 & 4)	Title of 2. Conversion or Scurity Exercise Price of Date Date, Defivative Securities Price of Date Security Security Security Securities Price of Date Security Securities (Month/Day/ Securities Security Securities (Month/Day/ Securities Security Securities (Month/Day/ Securities Security Securities Securities (Month/Day/ Securities Security Securities Securities (Instr. 3 & 4)    Acquired Security Securities (Instr. 3 & 4)   Supposed of Securities (Instr. 4 & 4 & 5 & 5 & 5 & 5 & 5 & 5 & 5 & 5 &	Title of 2. Conversion or Exercise action Execution Borivative Securities  Instr. 3) Derivative Security (Month/ Day/ Day/ Day/ Day/ Day/ Day/ Security Description Date Security Security Date Security	

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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					(Instr. 3, & 5)	4							(D) or Indirect	
			Code '	V	(A)		Date Exer-cisable	Expira- tion Date		Amount or Number of Shares			(I) (Instr. 4)	
Phantom Stock Units <sup>(1)</sup>	1 for 1	3/14/03	A		63.3496		(1)		Common Stock	63.3496	53.57	7,604.7648	D	
Option(2)	51.125						11/14/00		Common Stock			2,000	D	
Option (2)	64.57						11/13/01		Common Stock			2,000	D	
Option (2)	54.28						2/11/03		Common Stock			2,000	D	

Explanation of Responses:

(1) The phantom stock units were accrued under the SunTrust Banks, Inc. Directors Deferred Compensation Plan and are to be settled upon the reporting person's retirement. Directors fees are deferred into this plan and are accounted for as if invested in SunTrust common stock.
(2) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.

By: /s/ Raymond Fortin, Attorney-in-Fact for Larry L. March 17, 2003
Prince Date

\*\*Signature of Reporting Person

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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<sup>\*\*</sup>Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).