### SUNTRUST BANKS INC

Form 4

December 21, 2004

# FORM 4 UNITED ST

### **OMB APPROVAL**

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

\_X\_ Form filed by One Reporting Person \_\_\_\_ Form filed by More than One Reporting

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5
obligations
may continue.
See Instruction

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

(Print or Type Responses)

1(b).

| 1. Name and Address of Reporting Person ** GARROTT THOMAS M |         |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer                    |  |  |  |
|---|---------|----------|--|---|--|--|--|
|   |         |          | SUNTRUST BANKS INC [STI]                           | (Check all applicable)  |  |  |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction                    |   |  |  |  |
| ONE COMMERCE<br>SQUARE, FOURTH FLOOR                        |         | OOR      | (Month/Day/Year)<br>12/20/2004                     | _X_ Director 10% Owner<br>Officer (give title Other (specify below) |  |  |  |
| (Street)  |         |          | 4. If Amendment, Date Original                     | 6. Individual or Joint/Group Filing(Check                           |  |  |  |
|   |         |          | Filed(Month/Day/Year)                              | Applicable Line)  |  |  |  |

### MEMPHIS, TN 38150

| (City)                               | (State)                                 | (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |  |                               |           |     |  |  |   |  |  |
|--------------------------------------|---|--|--|-------------------------------|-----------|-----|--|--|---|--|--|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)                            | 3.<br>Transactic<br>Code<br>(Instr. 8) | on(A) or Disp<br>(Instr. 3, 4 | (A)<br>or |     | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |  |  |
| Common<br>Stock                      | 12/20/2004                              |  | G V                                    | 902,682                       | D         | (1) | 0  | D  |   |  |  |
| Common<br>Stock                      |   |  |  |                               |           |     | 51,548   | I  | NCF 401(k)<br>Plan (2)                                |  |  |
| Common<br>Stock                      |   |  |  |                               |           |     | 21,291   | I  | Investment I, LP                                      |  |  |
| Common<br>Stock                      |   |  |  |                               |           |     | 134,582  | I  | Investment II, LP                                     |  |  |
| Common<br>Stock                      |   |  |  |                               |           |     | 99,007   | I  | Children (3)  |  |  |

## Edgar Filing: SUNTRUST BANKS INC - Form 4

|                 |   |          |       | informa<br>require | ation<br>d to r | conta<br>espor | ond to the c<br>ined in this f<br>nd unless the<br>ly valid OME | orm are not<br>e form | SEC 1474<br>(9-02) |
|-----------------|---|----------|-------|--------------------|-----------------|----------------|---|-----------------------|--------------------|
|                 | port on a separate line for each class of secur | rities t | oenet | ficially owne      | ed dire         | ctly or        | indirectly.   |                       |                    |
| Common<br>Stock | 12/20/2004                                      | G        | V     | 897,882            | A               | <u>(1)</u>     | 897,882   | I                     | Trust (4)          |

# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

number.

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |                     | e                  | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                                  | 8. F<br>Der<br>Sec<br>(Ins |
|---|---|---|---|--|---|---------------------|--------------------|---|----------------------------------|----------------------------|
|   |   |   |   | Code V                                 | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title   | Amount or<br>Number of<br>Shares |                            |
| Option (5)  | \$ 48.33  |   |   |  |   | 10/01/2004          | 01/14/2013         | Common<br>Stock   | 2,069                            |                            |
| Option (5)  | \$ 52.09  |   |   |  |   | 10/01/2004          | 01/15/2012         | Common<br>Stock   | 1,919                            |                            |
| Option (5)  | \$ 48.33  |   |   |  |   | 01/14/2004          | 01/14/2013         | Common<br>Stock   | 120,418                          |                            |
| Option (5)  | \$ 52.09  |   |   |  |   | 01/15/2003          | 01/15/2012         | Common<br>Stock   | 120,568                          |                            |
| Option (6)  | \$ 49.97  |   |   |  |   | 01/16/2002          | 01/16/2011         | Common<br>Stock   | 59,089                           |                            |
| Option (7)  | \$ 56.17  |   |   |  |   | 10/01/2004          | 01/21/2014         | Common<br>Stock   | 122,488                          |                            |
| Phantom<br>Stock<br>Units (8)                       | <u>(8)</u>  |   |   |  |   | (8)                 | (8)                | Common<br>Stock   | 28,467                           |                            |
| Phantom<br>Stock<br>Units (9)                       | <u>(9)</u>  |   |   |  |   | <u>(9)</u>          | (9)                | Common<br>Stock   | 21,306                           |                            |

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GARROTT THOMAS M ONE COMMERCE SQUARE FOURTH FLOOR MEMPHIS, TN 38150



# **Signatures**

Margaret U. Hodgson, Attorney-in-Fact for Thomas M. Garrott, III

12/21/2004

\*\*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).
- (1) This transaction is a gift.
- (2) Acquired under the National Commerce Financial Corporation Investment Plan, which will be frozen 12/31/04.
- (3) Held in trust for children.
- (4) Thomas M. Garrott 2003 Trust with respect to which the Reporting Person is the grantor and a beneficiary.
- (5) Granted pursuant to the National Commerce Financial Corporation Amended and Restated Long-Term Incentive Plan.
- (6) Granted pursuant to the National Commerce Financial Corporation 1994 Stock Plan Amended and Restated.
- (7) Granted pursuant to the National Commerce Financial Corporation 2003 Stock and Incentive Plan.
- (8) Acquired under the National Commerce Financial Corporation Equity Investment Plan, which will be frozen 12/31/04. These securities convert to common stock on a one-for-one basis.
- (9) Acquired under the National Commerce Financial Corporation Balser 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 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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