

SUNTRUST BANKS INC

Form 4

January 05, 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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
HUMANN L PHILLIP

(Last) (First) (Middle)

303 PEACHTREE ST.

(Street)

ATLANTA, GA 30308

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/27/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman, President & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
Common Stock	12/27/2004		G	V 592 D	38,667	D	
Common Stock					150,000	I	Limited Partnership (2)
Common Stock	12/27/2004		G	V 592 A	23,394	I	Trust (3)
Common Stock					28,911.125	I	401(k) (4)
Common Stock					33,200	I	Spouse

Edgar Filing: SUNTRUST BANKS INC - Form 4

Common Stock	186,630	I	Restricted Stock ⁽⁵⁾
-----------------	---------	---	------------------------------------

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	Title Amount or Number of Shares
Phantom Stock Units ⁽⁶⁾	⁽⁶⁾					⁽⁶⁾ ⁽⁶⁾	Common Stock 9,413.6683
Phantom Stock Units ⁽⁷⁾	⁽⁷⁾					⁽⁷⁾ ⁽⁷⁾	Common Stock 140,000
Option ⁽⁸⁾	\$ 73.0625					11/09/2002 11/09/2009	Common Stock 75,000
Option ⁽⁹⁾	\$ 51.125					11/14/2003 11/14/2010	Common Stock 150,000
Option ⁽⁹⁾	\$ 64.57					11/13/2004 11/13/2011	Common Stock 150,000
Option ⁽⁹⁾	\$ 54.28					02/11/2006 02/11/2013	Common Stock 150,000
Option ⁽⁹⁾	\$ 73.19					02/10/2007 02/10/2014	Common Stock 150,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

HUMANN L PHILLIP
303 PEACHTREE ST.
ATLANTA, GA 30308

X

Chairman, President & CEO

Signatures

Margaret U. Hodgson, Attorney-in-Fact for L. Phillip
Humann

01/05/2005

__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) Held by Humann Partners, L.P.
- (3) Held in trust by spouse for members of immediate family.
- (4) Because the stock fund component of the 401(k) Plan 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.
Restricted stock held under 1986 SunTrust Executive Stock Plan, 1995 SunTrust Executive Stock Plan and SunTrust Banks, Inc. 2000 Stock Plan. Subject to certain vesting conditions. Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. All plans are exempt under Rule 16(b)-3.
- (6) The reported phantom stock units were acquired under SunTrust Banks, Inc.'s 401(k) excess benefit plan. These securities convert to common stock on a one-for-one basis.
- (7) Granted in exchange for restricted stock. Will be paid out on various dates. These securities convert to common stock on a one-for-one basis.
- (8) Granted pursuant to the 1995 SunTrust Executive Stock Plan.
- (9) Granted pursuant to the SunTrust Banks, Inc. 2000 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.
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.