

SUNTRUST BANKS INC

Form 4

May 24, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GARROTT THOMAS M

(Last) (First) (Middle)

**ONE COMMERCE
SQUARE, FOURTH FLOOR**

(Street)

MEMPHIS, TN 38150

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/23/2005

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)

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				(A) or (D)			NCF 401(k) Plan (1)
Common Stock				Code V Amount (D) Price	52,537.3838	I	Investment I, LP
Common Stock					21,291	I	Investment II, LP
Common Stock					134,582	I	Children (2)
Common Stock	05/23/2005		S	58,200 D \$ 74,9622	839,682	I	Trust (3)

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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 <u>(4)</u>	\$ 48.33							10/01/2004	01/14/2013	Common Stock	2,069
Option <u>(4)</u>	\$ 52.09							10/01/2004	01/15/2012	Common Stock	1,919
Option <u>(4)</u>	\$ 48.33							01/14/2004	01/14/2013	Common Stock	120,418
Option <u>(4)</u>	\$ 52.09							01/15/2003	01/15/2012	Common Stock	120,568
Option <u>(5)</u>	\$ 49.97							01/16/2002	01/16/2011	Common Stock	59,089
Option <u>(6)</u>	\$ 56.17							10/01/2004	01/21/2014	Common Stock	122,488
Phantom Stock Units <u>(7)</u>	<u>(7)</u>							<u>(7)</u>	<u>(7)</u>	Common Stock	29,542.9013
Phantom Stock Units <u>(8)</u>	<u>(8)</u>							<u>(8)</u>	<u>(8)</u>	Common Stock	16,675.182
Option <u>(9)</u>	\$ 73.14							02/08/2008	02/08/2015	Common Stock	122,488

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

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

Signatures

Kimberly N. Rhodes, Attorney-in-Fact for Thomas M.
Garrott

05/24/2005

__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 was frozen 12/31/04.
- (2) Held in trust for children.
- (3) Garrott 2005 Investments LTD with respect to which the Reporting Person serves as general partner.
- (4) Granted pursuant to the National Commerce Financial Corporation Amended and Restated Long-Term Incentive Plan.
- (5) Granted pursuant to the National Commerce Financial Corporation 1994 Stock Plan Amended and Restated.
- (6) Granted pursuant to the National Commerce Financial Corporation 2003 Stock and Incentive Plan.
- (7) Acquired under the National Commerce Financial Corporation Equity Investment Plan, which was frozen 12/31/04. These securities convert to common stock on a one-for-one basis.
- (8) Acquired under the National Commerce Bancorporation Deferred Compensation 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.
- (9) Granted pursuant to the SunTrust Banks, Inc. 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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