Edgar Filing: SUNTRUST BANKS INC - Form 4

SUNTRUST E	BANKS INC						
Form 4							
June 08, 2005							
FORM	4 UNITED S	TATES SECU	DITIES AND EVOLUANCE	COMMISSION		PPROVAL	
	UNITED 5		SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549			3235-0287	
Check this if no longer		STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					
subject to Section 16. Form 4 or	SIAIEMI						
Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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						0.5	
(Print or Type Re	sponses)						
1. Name and Address of Reporting Person <u>*</u> Farnsworth Thomas C Jr		Symbol	r Name and Ticker or Trading RUST BANKS INC [STI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (Mi	iddle) 3. Date o	f Earliest Transaction	(Cnec	к ан аррисави)	
5335 DISTRI	PLEX FARMS I	(Month/I DRIVE 06/07/2	-	X_ Director10% Owner Officer (give titleOther (specify below) below)			
	(Street)		endment, Date Original nth/Day/Year)	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
MEMPHIS, T	TN 38141			Person	fore than One Re	eporting	
(City)	(State) (Z	Zip) Tab	le I - Non-Derivative Securities A	cquired, Disposed of	f, or Beneficial	lly Owned	
	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V Amount (D) Price	(Instr. 3 and 4)			
Common Stock				512,947	D		
Common Stock				247	I	Spouse	
Common Stock				1,200	D <u>(1)</u>		

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

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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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option (2)	\$ 49.34					04/25/2001	04/25/2011	Common Stock	1,773
Option (2)	\$ 56.11					04/24/2002	04/24/2012	Common Stock	1,473
Option (2)	\$ 40.99					04/23/2003	04/23/2013	Common Stock	2,489
Option (3)	\$ 67.64					08/18/2004	04/25/2011	Common Stock	431
Phantom Stock Units <u>(4)</u>	<u>(4)</u>					(4)	(4)	Common Stock	1,749
Phantom Stock Units (5)	<u>(5)</u>	06/07/2005		А	20.5283	(5)	(5)	Common Stock	20.528

Reporting Owners

Reporting Owner Name / Address							
	Director	10% Owner	Officer	Other			
Farnsworth Thomas C Jr 5335 DISTRIPLEX FARMS DRIVE MEMPHIS, TN 38141	Х						
Signatures							
Kimberly N. Rhodes, Attorney-in-Fact for Thomas C. Farnsworth, Jr.							
** Signature of Reporting	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) Restricted stock held under SunTrust Banks, Inc. 2004 Stock Plan. The plan is exempt under Rule 16(b)-3.

(2) Granted pursuant to the National Commerce Financial Corporation Amended and Restated Long-Term Incentive Plan.

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- (3) Granted pursuant to the National Commerce Financial Corporation 2003 Stock and Incentive Plan.
- (4) Acquired under the National Commerce Financial Corporation's Director Fee Deferral Plan. Converts to SunTrust stock on a one-for-one basis. Payouts occur annually in January, ending in 2006.

Acquired under the SunTrust Banks, Inc. Directors Deferred Compensation Plan and are to be settled upon the reporting person's

(5) retirement. Directors fees are deferred into this plan and are accounted for as if invested in SunTrust common stock. These securities convert to common stock on a one-for-one basis.

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.