

SUNTRUST BANKS INC
 Form 4
 January 26, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WOOD E JENNER III

(Last) (First) (Middle)
 25 PARK PLACE
 (Street)

ATLANTA, GA 30303

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/25/2005

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)
 Executive Vice President

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/25/2005		M		9,610	A	\$ 30.25	34,927	D	
Common Stock	01/25/2005		F		4,075	D	\$ 71.33	30,852	D	
Common Stock								354	I	Children
Common Stock								25,856.5736	I	401(k) ⁽¹⁾
Common Stock								44,210	I	Restricted Stock ⁽²⁾

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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
Phantom Stock Units ⁽³⁾	<u>(3)</u>					<u>(3)</u>	<u>(3)</u>	Common Stock	954,2084
Phantom Stock Units ⁽⁴⁾	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	32,000
Option ⁽⁵⁾	\$ 30.25	01/25/2005		M	9,610	08/08/1995	08/07/2005	Common Stock	9,610
Option ⁽⁶⁾	\$ 73.0625					11/09/2002	11/09/2009	Common Stock	15,000
Option ⁽⁷⁾	\$ 51.125					11/14/2003	11/14/2010	Common Stock	10,000
Option ⁽⁷⁾	\$ 64.57					11/13/2004	11/13/2011	Common Stock	10,000
Option ⁽⁷⁾	\$ 54.28					02/11/2006	02/11/2013	Common Stock	12,000
Option ⁽⁷⁾	\$ 73.19					02/10/2007	02/10/2014	Common Stock	18,000

Reporting Owners

Reporting Owner Name / Address	Relationships
WOOD E JENNER III 25 PARK PLACE	Director 10% Owner Officer Other Executive Vice President

ATLANTA, GA 30303

Signatures

Raymond D. Fortin, Attorney-in-Fact for E. Jenner
Wood, III

01/26/2005

__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) 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
 - (2) 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.
 - (3) 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.
 - (4) 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.
 - (5) Option is to buy shares under the SunTrust Banks, Inc. 1995 Executive Stock Plan. The option becomes exercisable in 20% increments over 5 years or in the event of death, disability or change in control.
 - (6) Granted pursuant to the 1995 SunTrust Executive Stock Plan.
 - (7) 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.