SUNTRUST BANKS INC

Form 4

January 08, 2003

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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1. Name and Add Ivester, M. Dou			me and Tic anks, Inc.		Trading	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) One Buckhead I						Statement for onth/Day/Year nuary 7, 2003	<u>X</u>	X Director 10% Owner Officer (give title below) Other (specify below)			
Atlanta, GA 303					Dat	f Amendment, te of Original onth/Day/Year)	(C <u>X</u> Pe	7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) ((Zip)	T	able	I Non-E	Derivat	ive Sec	urities Acquired,	Dispose	ed of, or Bene	ficially Owned
1. Title of Security (Instr. 3)	2. Trans- action Date	2A. Deemed Execution Date,	3. Transaction Constr. 8	Code	4. Securition (A) or Disposition (Instr. 3, 4	osed o		5. Amount of Securities Beneficially		6. Owner- ship Form: Direct (D)	7. Nature of Indirect Beneficial
	(Month/ Day/ Year)	if any (Month/Day/ Year)	Code	V	Amount	(A) or (D)	Price	Owned Following Reported Transactions(s) (Instr. 3 & 4)		or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock									30,000	D	

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

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially **Owned**

(e.g., puts, calls, warrants, options, convertible securities)

(c.g., puts, cans, warrants, options, convertible securities)												
2. Conver-	3.	3A.	4.	5. Number	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Natu		
sion or	Trans-	Deemed	Trans-	of	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indire		
Exercise	action	Execution	action	Derivative	Date	Underlying	Security	Securities	ship	Benefici		
Price of	Date	Date,	Code	Securities	(Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownersl		
Derivative		if any		Acquired	Year)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)		
Security	(Month/	(Month/	(Instr.	(A) or				Following	ative			
	-	,	8)	Disposed of				Reported	Security:			
	Year)	Year)		(D)				Transaction(s)	Direct			
S	sion or Exercise Price of Derivative Security	2. Conver- 3. ion or Trans-Exercise action Date Derivative Security (Month/Day/	2. Conver- 3. 3A. Deemed Exercise action Execution Price of Date Date, Derivative (Month/ Day/ Day/	2. Conver- 3. 3A. 4. Deemed Trans- Exercise action Execution action Price of Date Date, Code Derivative Gecurity (Month/ Day/ Day/ 8) 3A. 4. Trans- Execution action Code if any (Month/ (Month/ Day/ 8)	2. Conver- 3. 3A. 4. 5. Number of Deemed Trans- of Exercise action Date Date, Code Securities Derivative (Month/ Day/ Day/ 8) Disposed of	2. Conver-3. 3A. 4. 5. Number of and Exercisable and Expiration Exercise action Date Date, Code Securities (Month/Day/Day/Day/Day/ 8) Exercise of Date Date, Code Securities (Month/Day/Year) Execurity (Month/ (Month/ Day/ B) Disposed of	2. Conver-3. 3A. 4. 5. Number of and Exercisable action Date Date Date, Code Securities Acquired Security (Month/ Day/ Day/ Day/ Day/ Securities Date Date Date, Code Securities Acquired Pay/ Day/ Securities Disposed of Securities Acquired Pay/ Day/ Disposed of Securities Acquired Pay/ Disposed of Securities Acquired Pay/ Day/ Securities Acquired Pay/ Disposed of Securities Pay/ Disposed of Securitie	2. Conver-3. 3A. 4. 5. Number of Deemed and Expiration Date Date Date, Code Derivative Derivative Derivative Derivative Date Date, Code Derivative Derivative Date Date, Code Date Date, Code Derivative Derivative Date Date, Code Date Date, Code Derivative Derivative Date Date, Code Derivative Derivative Date Date, Code Derivative Derivative Date Date Date, Code Derivative Date Date Date Date Date Date Date Dat	2. Conver- 3. 3A. 4. 5. Number of conversion or Trans- 2. Conver- 3. Deemed Exercise action Execution Date Date, Code Securities Date Date, Code Securities (Month/Day/ Securities (Month/Day/ Security (Month/ Day/ Day/ Day/ 8) Disposed of Security (Instr. 3 & 4) 5. Number of Date Exercisable and Expiration Date Exercisable and Expiration Date Exercise Date Underlying Securities (Instr. 3 & 4) 6. Date Exercisable Amount of Derivative Securities (Instr. 5) Beneficially Owned Following Reported	2. Conver- 3. 3A. 4. 5. Number of Decivative Acquired Security (Month/ Day/ Day/ Day/ Day/ Security: Secur		

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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			Cod			(Instr. 3, & 5)	4						,	(D) or Indirect (I) (Instr. 4)	
				Code	V	(A)		Exer-cisable	Expira- tion Date		Amount or Number of Shares				
Phantom Stock Units ⁽¹⁾	1 for 1	1/7/03		A		25.4022		(1)		Common Stock		59.05	5,066.5050	D	
Option(2)	51.125							11/14/00		Common Stock			2,000	D	
Option (2)	64.57							11/13/01		Common Stock			2,000	D	

Explanation of Responses:

(1) The phantom stock units were accrued under the SunTrust Banks, Inc. Directors Deferred Compensation Plan and are to be settled upon the reporting person's retirement. Directors fees are deferred into this plan and are accounted for as if invested in SunTrust common stock.
(2) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.

By: /s/ Raymond Fortin, Attorney-in-Fact for M. Douglas

Ivester

January 8, 2003

Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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