

WELLS JAMES M III  
Form 4  
December 23, 2002

**FORM 4**

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

OMB APPROVAL

☐ 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**

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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

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|  |                                      |  |  |   |   |  |  |  |  |
|--|--------------------------------------|--|--|---|---|--|--|--|--|
| 1. Name and Address of Reporting Person* |                                      |  | 2. Issuer Name and Ticker or Trading Symbol                                    |   |   |  | 6. Relationship of Reporting Person(s)   |  |  |
| Wells III, James M.                      |                                      |  | SunTrust Banks, Inc. - STI   |   |   |  | to Issuer (Check all applicable)   |  |  |
| (Last)                                   | (First)                              | (Middle)   | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)  |   | 4. Statement for Month/Day/Year   |  | <input type="checkbox"/> Director<br><input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below)<br>Other (specify below) |  |  |
| 303 Peachtree St.                        |                                      | December 20, 2002                                  |  |   |   |  |  |  |  |
| (Street)                                 |                                      |  | 58-1575035   |   | 5. If Amendment, Date of Original (Month/Day/Year)  |  | Vice<br><b>Chairman</b>  |  |  |
| Atlanta, GA 30308                        |                                      |  |  |   |   |  |  |  |  |
| (City) (State) (Zip)                     |                                      |  | 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 & 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4)  |  |  |
| Common Stock                             | 12/20/02                             |  | G V  | 269 D   | 103,159   | D  |  |  |  |
| Common Stock                             |                                      |  |  |   | 12,267  | I  | Spouse   |  |  |
| Common Stock                             |                                      |  |  |   | 417,578   | I  | 401(k) <sup>(1)</sup>  |  |  |

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

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

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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)

| 1. Title of Derivative | 2. Conversion or | 3. Trans- | 3A. Deemed | 4. Trans- | 5. Number | 6. Date Exercisable and Expiration | 7. Title and Amount of | 8. Price of Derivative | 9. Number of Derivative | 10. Owner- | 11. Nature of Indirect |
|------------------------|------------------|-----------|------------|-----------|-----------|------------------------------------|------------------------|------------------------|-------------------------|------------|------------------------|
|------------------------|------------------|-----------|------------|-----------|-----------|------------------------------------|------------------------|------------------------|-------------------------|------------|------------------------|

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| Security<br>(Instr. 3)                   | Exercise<br>Price of<br>Derivative<br>Security | Action<br>Date<br>(Month/<br>Day/<br>Year) | Execution<br>Date,<br>if any<br>(Month/<br>Day/<br>Year) | Action<br>Code<br>(Instr.<br>8) | of<br>Derivative<br>Security<br>Acquired<br>(A) or<br>Disposed<br>of (D) |   |     | Date<br>(Month/Day/<br>Year) |                      | Underlying<br>Securities<br>(Instr. 3 & 4) |                 | Security<br>(Instr. 5)                 | Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | Ship<br>Form<br>of Deriv-<br>ative<br>Security:<br>Direct<br>(D)<br>or<br>Indirect<br>(I)<br>(Instr. 4) | Beneficial<br>Ownership<br>(Instr. 4) |
|--|--|--|--|---------------------------------|--|---|-----|------------------------------|----------------------|--|-----------------|--|--|---|---------------------------------------|
|  |  |  |  |                                 | Code   | V | (A) | (D)                          | Date<br>Exer-cisable | Expira-<br>tion<br>Date                    | Title           | Amount<br>or<br>Number<br>of<br>Shares |  |   |                                       |
| Phantom<br>Stock<br>Units <sup>(2)</sup> | 1 for 1  |  |  |                                 |  |   |     |                              | (2)                  | (2)  | Common<br>Stock |  | 830,626  | D   |                                       |
| Option                                   | 21.0300  |  |  |                                 |  |   |     |                              | 1/21/94              | 1/21/03                                    | Common<br>Stock |  | 18,286   | D   |                                       |
| Option                                   | 21.6800  |  |  |                                 |  |   |     |                              | 1/27/95              | 1/27/04                                    | Common<br>Stock |  | 24,188   | D   |                                       |
| Option                                   | 19.7000  |  |  |                                 |  |   |     |                              | 1/26/96              | 1/26/05                                    | Common<br>Stock |  | 5,076  | D   |                                       |
| Option                                   | 19.7000  |  |  |                                 |  |   |     |                              | 1/26/96              | 1/26/05                                    | Common<br>Stock |  | 35,244   | D   |                                       |
| Option                                   | 28.2000  |  |  |                                 |  |   |     |                              | 1/25/97              | 1/25/06                                    | Common<br>Stock |  | 3,546  | D   |                                       |
| Option                                   | 28.1900  |  |  |                                 |  |   |     |                              | 1/25/97              | 1/25/06                                    | Common<br>Stock |  | 34,470   | D   |                                       |
| Option                                   | 37.2800  |  |  |                                 |  |   |     |                              | 1/23/98              | 1/23/07                                    | Common<br>Stock |  | 2,682  | D   |                                       |
| Option                                   | 37.2700  |  |  |                                 |  |   |     |                              | 1/23/98              | 1/23/07                                    | Common<br>Stock |  | 27,558   | D   |                                       |
| Option                                   | 38.2800  |  |  |                                 |  |   |     |                              | 2/24/98              | 2/24/07                                    | Common<br>Stock |  | 10,176   | D   |                                       |
| Option                                   | 54.3900  |  |  |                                 |  |   |     |                              | 7/20/98              | 1/22/08                                    | Common<br>Stock |  | 1,838  | D   |                                       |
| Option                                   | 54.3900  |  |  |                                 |  |   |     |                              | 7/20/98              | 1/22/08                                    | Common<br>Stock |  | 26,290   | D   |                                       |
| Option <sup>(3)</sup>                    | 76.5000  |  |  |                                 |  |   |     |                              | 12/31/01             | 12/31/08                                   | Common<br>Stock |  | 90,000   | D   |                                       |
| Option <sup>(4)</sup>                    | 73.0625  |  |  |                                 |  |   |     |                              | 12/31/01             | 11/9/09                                    | Common<br>Stock |  | 15,000   | D   |                                       |
| Option <sup>(5)</sup>                    | 50.5000  |  |  |                                 |  |   |     |                              | 3/6/03               | 3/6/10                                     | Common<br>Stock |  | 24,000   | D   |                                       |
| Option (5)                               | 50.5000  |  |  |                                 |  |   |     |                              | 3/6/05               | 3/6/10                                     | Common<br>Stock |  | 16,000   | D   |                                       |
| Option (5)                               | 51.125   |  |  |                                 |  |   |     |                              | 12/31/01             | 11/14/10                                   | Common<br>Stock |  | 15,000   | D   |                                       |
| Option (5)                               | 51.125   |  |  |                                 |  |   |     |                              | 11/14/03             | 11/14/10                                   | Common<br>Stock |  | 35,000   | D   |                                       |

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|            |       |  |  |  |  |  |          |          |              |  |  |        |   |  |
|------------|-------|--|--|--|--|--|----------|----------|--------------|--|--|--------|---|--|
| Option (5) | 64.57 |  |  |  |  |  | 12/31/01 | 11/13/11 | Common Stock |  |  | 15,000 | D |  |
| Option (5) | 64.57 |  |  |  |  |  | 11/13/04 | 11/13/11 | Common Stock |  |  | 60,000 | D |  |

Explanation of Responses:

- (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.
- (2) The reported phantom stock units were acquired under SunTrust Banks, Inc.'s 401(k) excess benefit plan.
- (3) The option becomes exercisable on the earlier of 12/31/01, death, disability, a change in control, termination of employment by SunTrust Banks, Inc. without cause or termination by Mr. Wells for good reason.
- (4) Granted pursuant to the 1995 SunTrust Executive Stock Plan.
- (5) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.

By: /s/ **Raymond Fortin, Attorney-in-Fact for James M. Wells III**

**December 23, 2002**  
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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