Edgar Filing: SUNTRUST BANKS INC - Form 4

SUNTRUST	BANKS INC								
Form 4									
November 10), 2004								
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						ОМВ	PPROVAL 3235-0287		
Check this if no long subject to Section 16 Form 4 or Form 5	er STATEM	was	GES IN BEN SECURITIE	EFICIAL OW ES		Number: Expires: Estimated burden hou response	January 31, 2005 average ırs per		
obligation may conti <i>See</i> Instru 1(b). (Print or Type R	nue. Section 17(a) of the Public Ut 30(h) of the In	• •	Company Act o pany Act of 19		on			
1. Name and Ad PRINCE LA	ddress of Reporting P RRY L	Symbol	Symbol Issuer			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (M	iddle) 3. Date of				k an applicable)			
2999 CIRCL	E 75 PARKWAY	(Month/D 11/09/20	-	_X_Director10% Owner Officer (give titleOther (specify below)below)					
			ndment, Date Ori th/Day/Year)	ginal	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person				
ATLANTA,	GA 30339				Form filed by N Person	More than One R	eporting		
(City)	(State) (Z	Zip) Table	e I - Non-Deriva	tive Securities Ac	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		TransactionAcq Code Disp	ecurities juired (A) or posed of (D) tr. 3, 4 and 5) (A) or	Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock			Code V Am		(Instr. 3 and 4) 2,000	D			
Common Stock					1,090	Ι	Spouse		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date Und (Month/Day/Year) (Inst		Underlying S	. Title and Amount of Inderlying Securities Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares	
Phantom Stock Units	<u>(1)</u>	11/09/2004		А	20.8247	(1)	(1)	Common Stock	20.824	
Option (2)	\$ 51.125					11/14/2000	11/14/2010	Common Stock	2,000	
Option (2)	\$ 64.57					11/13/2001	11/13/2011	Common Stock	2,000	
Option (2)	\$ 54.28					02/11/2003	02/11/2013	Common Stock	2,000	
Phantom Stock	(3)					(3)	(3)	Common Stock	1,200	

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Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
PRINCE LARRY L 2999 CIRCLE 75 PARKWAY ATLANTA, GA 30339	Х			
Signatures				
Margaret U. Hodgson, Attorney Prince		11/10/2004		
**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).

The phantom stock units were accrued under the SunTrust Banks, Inc. Directors Deferred Compensation Plan and are to be settled upon
 (1) the reporting person's 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.

- (2) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (3) Restricted stock units granted under the SunTrust Banks, Inc. 2004 Stock Plan. Payments commence following the reporting person's departure from the Board of Directors of SunTrust Banks, Inc. 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.