SUNTRUST BANKS INC

Form 4

October 12, 2005

FORM 4

Check this box

if no longer

subject to

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Section 16. Form 4 or Form 5 obligations

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

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * Farnsworth Thomas C Jr

2. Issuer Name and Ticker or Trading Symbol

SUNTRUST BANKS INC [STI]

Issuer

5. Relationship of Reporting Person(s) to

(Last)

(First) (Middle) 3. Date of Earliest Transaction

X_ Director

(Month/Day/Year) 5335 DISTRIPLEX FARMS DRIVE 10/11/2005

(Street)

10% Owner Other (specify Officer (give title below)

(Check all applicable)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MEMPHIS, TN 38141

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative Securities Ac	quired, Disposed	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	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)
Common Stock				· /	509,316	D	
Common Stock					247	I	Spouse
Common Stock					1,200	D (1)	

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. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) Disposed of (Instr. 3, 4, at 5)) or (D)	Expiration Date		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 (4)	<u>(4)</u>						<u>(4)</u>	<u>(4)</u>	Common Stock	1,791
Phantom Stock Units (5)	<u>(5)</u>	10/11/2005		A	22.7376		<u>(5)</u>	<u>(5)</u>	Common Stock	22.737

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Farnsworth Thomas C Jr						
5335 DISTRIPLEX FARMS DRIVE	X					
MEMPHIS, TN 38141						

Signatures

Raymond D. Fortin, Attorney-in-Fact for Thomas C. Farnsworth, Jr.

**Signature of Reporting Person

10/12/2005 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).
- 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.

Reporting Owners 2

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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.