

SUNTRUST BANKS INC
Form 4
February 12, 2003

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

Filed By
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Section 16 Filer
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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) to Issuer (Check all applicable)		
Johnston, Jr., Summerfield K.			SunTrust Banks, Inc. - STI				☒ Director ☐ 10% Owner ☐ Officer (give title below) ☐ Other (specify below)		
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year		☐ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person		
P.O. Box 723040									
(Street)			58-1575035		5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line)		
Atlanta, GA 31139									
(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 Indirect Beneficial Ownership (Instr. 4)		
Common Stock					153,744	D			
Common Stock					3,036	I	Spouse		
Common Stock					48,000	I	Trust ⁽¹⁾		

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 Security	2. Conversion or Exercise	3. Transaction	3A. Deemed Execution	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities	10. Ownership	11. Nature of Indirect Beneficial
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(Instr. 3)	Price of Derivative Security	Date (Month/ Day/ Year)	Date, if any (Month/ Day/ Year)	Code (Instr. 8)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)		(Month/Day/ Year)		Securities (Instr. 3 & 4)		(Instr. 5)	Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr. 4)	Owners (Instr. 4)
				Code	V	(A)	(D)	Date Exer-cisable	Expira- tion Date	Title	Amount or Number of Shares				
Phantom Stock Units ⁽²⁾	1 for 1	2/11/03		A		55.2690		(2)	(2)	Common Stock	55.2690	54.28	5,369.3604	D	
Option ⁽³⁾	51.125							11/14/00	11/14/10	Common Stock			2,000	D	
Option (3)	64.57							11/13/01	11/13/11	Common Stock			2,000	D	
Option (3)	54.28	2/11/03		A		2,000		2/11/03	2/11/13	Common Stock	2,000		2,000	D	

Explanation of Responses:

(1) Held in The Katherine Jackson Johnston Trust.

(2) 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.

(3) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.

By: /s/ **Margaret Hodgson, Attorney-in-Fact for Summerfield
K. Johnston, Jr.**

**February 12,
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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