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SUNTRUST BANKS INC

Form 13F-HR

May 13, 2004

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2004

Check here if Amendment [] ; Amendment Number:
This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: SunTrust Banks, Inc.
Address: 919 East Main Street
P.O. Box 26665
Richmond, VA 23261-6665

13F File Number:

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing this report is authorized to submit it, that all information contained herein is true, correct, and complete, and that it is understood that all required items, statements, schedules, lists and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Victor A. Smith
Title: Senior Vice President
Phone: (804) 782-5656

Signature	Place	Date of Signing:
Victor A. Smith	Richmond, VA	May 13, 2004

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT.
[] 13F NOTICE.
[] 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager: N/A

I AM SIGNING THIS REPORT AS REQUIRED BY THE SECURITIES EXCHANGE ACT OF 1934.

FORM 13F SUMMARY PAGE

Report Summary:

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Number of Other Included Managers: 0

Form 13F Information Table Entry Total: 2,592

Form 13F Information Table Value Total: \$29,836,579

List of Other Included Managers: N/A

NAME OF ISSUER	-TITLE OF CLASS-	--CUSIP--	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	-MANA
D DAIMLERCHRYSLER AG	ORD	D1668R123	303	7270	SH		SOLE	
D DAIMLERCHRYSLER AG	ORD	D1668R123	187	4489	SH		DEFINED	
D ACE LTD	ORD	G0070K103	1660	38924	SH		SOLE	
D ACE LTD	ORD	G0070K103	32	770	SH		DEFINED	
D AMDOCS LTD	ORD	G02602103	78804	2835727	SH		SOLE	
D AMDOCS LTD	ORD	G02602103	2033	73188	SH		DEFINED	
D AMERICAN SAFETY INS HLDGS	ORD	G02995101	1601	110000	SH		SOLE	
D ANNUITY AND LIFE RE HLDGS	ORD	G03910109	16	15600	SH		SOLE	
D ARCH CAP GROUP LTD	ORD	G0450A105	3917	93055	SH		SOLE	
D BUNGE LIMITED	COM	G16962105	1661	41300	SH		SOLE	
D COOPER INDS LTD	CL A	G24182100	15466	270482	SH		SOLE	
D COOPER INDS LTD	CL A	G24182100	749	13108	SH		DEFINED	
D EVEREST RE GROUP LTD	COM	G3223R108	2107	24662	SH		SOLE	
D EVEREST RE GROUP LTD	COM	G3223R108	12	150	SH		DEFINED	
D GLOBALSANTAFE CORP	SHS	G3930E101	6995	251922	SH		SOLE	
D GLOBALSANTAFE CORP	SHS	G3930E101	51	1849	SH		DEFINED	
D HELEN OF TROY CORP LTD	COM	G4388N106	2068	66714	SH		SOLE	
D HELEN OF TROY CORP LTD	COM	G4388N106	323	10425	SH		DEFINED	
D INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	2893	42771	SH		SOLE	
D INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	2815	41622	SH		DEFINED	
D KNIGHTSBRIDGE TANKERS LTD	ORD	G5299G106	361	17000	SH		SOLE	
D MARVELL TECHNOLOGY GROUP L	ORD	G5876H105	2123	47229	SH		SOLE	
D MARVELL TECHNOLOGY GROUP L	ORD	G5876H105	15	335	SH		DEFINED	
D NABORS INDUSTRIES LTD	SHS	G6359F103	554	12110	SH		SOLE	
D NABORS INDUSTRIES LTD	SHS	G6359F103	68	1487	SH		DEFINED	
D NOBLE CORPORATION	SHS	G65422100	3070	79927	SH		SOLE	
D NOBLE CORPORATION	SHS	G65422100	1394	36284	SH		DEFINED	
D PARTNERRE LTD	COM	G6852T105	1591	28200	SH		SOLE	
D PLATINUM UNDERWRITER HLDGS	COM	G7127P100	214	6700	SH		SOLE	
D PXRE GROUP LTD	COM	G73018106	6300	225500	SH		SOLE	
D RENAISSANCE RE HLDGS LTD	COM	G7496G103	322	6200	SH		SOLE	
D SCOTTISH RE GROUP LTD	ORD	G7885T104	5054	208944	SH		SOLE	
D TRANSOCEAN INC	ORD	G90078109	2623	94071	SH		SOLE	
D TRANSOCEAN INC	ORD	G90078109	901	32341	SH		DEFINED	
D WEATHERFORD INTERNATIONAL	COM	G95089101	1171	27865	SH		SOLE	
D WEATHERFORD INTERNATIONAL	COM	G95089101	126	3020	SH		DEFINED	
D WHITE MTNS INS GROUP LTD	COM	G9618E107	524	1000	SH		SOLE	
D WHITE MTNS INS GROUP LTD	COM	G9618E107	1730	3300	SH		DEFINED	
D WILLIS GROUP HOLDINGS LTD	SHS	G96655108	222	5977	SH		SOLE	
D WILLIS GROUP HOLDINGS LTD	SHS	G96655108	40	1100	SH		DEFINED	
D XL CAP LTD	CL A	G98255105	692	9106	SH		SOLE	
D XL CAP LTD	CL A	G98255105	167	2200	SH		DEFINED	
D UBS AG	NAMEN AKT	H8920M855	201	2706	SH		SOLE	
D UBS AG	NAMEN AKT	H8920M855	372	5006	SH		DEFINED	
D LANOPTICS LTD	ORD	M6706C103	425	50000	SH		SOLE	
D TARO PHARMACEUTICAL INDS L	ORD	M8737E108	5628	97061	SH		SOLE	
D TTI TEAM TELECOM INTL LTD	ORD	M88258104	826	146016	SH		SOLE	
D CORE LABORATORIES N V	COM	N22717107	5208	245701	SH		SOLE	

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D ORTHOFIX INTL N V	COM	N6748L102	346	7000	SH	SOLE
D STEINER LEISURE LTD	ORD	P8744Y102	4619	285150	SH	SOLE
D FLEXTRONICS INTL LTD	ORD	Y2573F102	1077	63030	SH	SOLE
D FLEXTRONICS INTL LTD	ORD	Y2573F102	57	3375	SH	DEFINED
D GENERAL MARITIME CORP	SHS	Y2692M103	3522	140050	SH	SOLE
D OMI CORP NEW	COM	Y6476W104	5518	482410	SH	SOLE
D OMI CORP NEW	COM	Y6476W104	3	300	SH	DEFINED
D A D A M INC	COM	00088U108	86	42000	SH	SOLE
D A D C TELECOMMUNICATIONS	COM	000886101	537	185423	SH	SOLE
D A D C TELECOMMUNICATIONS	COM	000886101	10	3671	SH	DEFINED
D ACM INCOME FUND INC	COM	000912105	184	21007	SH	SOLE
D ACM INCOME FUND INC	COM	000912105	82	9474	SH	DEFINED
D ABM INDS INC	COM	000957100	7133	397419	SH	SOLE
D AFLAC INC	COM	001055102	180460	4495773	SH	SOLE
D AFLAC INC	COM	001055102	23813	593260	SH	DEFINED
D AGCO CORP	COM	001084102	377	18231	SH	SOLE
D AGL RES INC	COM	001204106	1988	68505	SH	SOLE
D AGL RES INC	COM	001204106	807	27840	SH	DEFINED
D AES CORP	COM	00130H105	347	40683	SH	SOLE
D AES CORP	COM	00130H105	23	2803	SH	DEFINED
D AK STL HLDG CORP	COM	001547108	247	42238	SH	SOLE
D AT&T CORP	COM NEW	001957505	26001	1328619	SH	SOLE
D AT&T CORP	COM NEW	001957505	2826	144409	SH	DEFINED
D ATMI INC	COM	00207R101	6598	250702	SH	SOLE
D ASAT HLDGS LTD	SPONSORED ADR	00208B105	5	2000	SH	SOLE
D ASAT HLDGS LTD	SPONSORED ADR	00208B105	100	40000	SH	DEFINED
D AT&T WIRELESS SVCS INC	COM	00209A106	2132	156671	SH	SOLE
D AT&T WIRELESS SVCS INC	COM	00209A106	1042	76571	SH	DEFINED
D AARON RENTS INC	COM	002535201	416	16719	SH	SOLE
D AARON RENTS INC	CL A	002535300	251	11560	SH	SOLE
D ABBOTT LABS	COM	002824100	91158	2217973	SH	SOLE
D ABBOTT LABS	COM	002824100	29223	711044	SH	DEFINED
D ABERCROMBIE & FITCH CO	CL A	002896207	2489	73556	SH	SOLE
D ABERCROMBIE & FITCH CO	CL A	002896207	24	716	SH	DEFINED
D ABERDEEN ASIA PACIFIC INCO	COM	003009107	289	44190	SH	SOLE
D ABERDEEN ASIA PACIFIC INCO	COM	003009107	24	3731	SH	DEFINED
D ACE CASH EXPRESS INC	COM	004403101	1053	34970	SH	SOLE
D ACTIVISION INC NEW	COM NEW	004930202	4404	278430	SH	SOLE
D ACTEL CORP	COM	004934105	678	30000	SH	SOLE
D ACTUANT CORP	CL A NEW	00508X203	7446	189810	SH	SOLE
D ACUITY BRANDS INC	COM	00508Y102	2265	94876	SH	SOLE
D ACUITY BRANDS INC	COM	00508Y102	71	3000	SH	DEFINED
D ACXIOM CORP	COM	005125109	341	15550	SH	SOLE
D ADAMS EXPRESS CO	COM	006212104	213	16803	SH	SOLE
D ADOBE SYS INC	COM	00724F101	6023	153276	SH	SOLE
D ADOBE SYS INC	COM	00724F101	734	18692	SH	DEFINED
D ADTRAN INC	COM	00738A106	213	7100	SH	SOLE
D ADVANCE AUTO PARTS INC	COM	00751Y106	1573	38680	SH	SOLE
D ADVANCE AUTO PARTS INC	COM	00751Y106	15	370	SH	DEFINED
D ADVANCED POWER TECHNOLOGY	COM	00761E108	852	93000	SH	SOLE
D AEROFLEX INC	COM	007768104	5928	440489	SH	SOLE
D AEROPOSTALE	COM	007865108	5938	163785	SH	SOLE
D ADVANCED MICRO DEVICES INC	COM	007903107	275	16983	SH	SOLE
D ADVANCED MICRO DEVICES INC	COM	007903107	37	2320	SH	DEFINED
D AEGON N V	ORD AMER REG	007924103	1021	79458	SH	SOLE
D AEGON N V	ORD AMER REG	007924103	1004	78133	SH	DEFINED
D ADVANTA CORP	CL B	007942204	173	10500	SH	SOLE
D AETNA INC NEW	COM	00817Y108	654	7295	SH	SOLE
D AETNA INC NEW	COM	00817Y108	465	5187	SH	DEFINED
D AFFILIATED COMPUTER SERVIC	CL A	008190100	41119	792289	SH	SOLE
D AFFILIATED COMPUTER SERVIC	CL A	008190100	5643	108743	SH	DEFINED
D AFFILIATED MANAGERS GROUP	COM	008252108	2448	44862	SH	SOLE

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D	AGERE SYS INC	CL B		00845V209	73	23400	SH	SOLE
D	AGERE SYS INC	CL B		00845V209	86	27600	SH	DEFINED
D	AGILENT TECHNOLOGIES INC	COM		00846U101	69788	2206408	SH	SOLE
D	AGILENT TECHNOLOGIES INC	COM		00846U101	2673	84511	SH	DEFINED
D	AGNICO EAGLE MINES LTD	COM		008474108	9348	626122	SH	SOLE
D	AGNICO EAGLE MINES LTD	COM		008474108	1	100	SH	DEFINED
D	AGRIUM INC	COM		008916108	3102	211050	SH	SOLE
D	AIR PRODS & CHEMS INC	COM		009158106	18640	371924	SH	SOLE
D	AIR PRODS & CHEMS INC	COM		009158106	1746	34855	SH	DEFINED
D	AIRGAS INC	COM		009363102	14037	659028	SH	SOLE
D	AIRGAS INC	COM		009363102	7	372	SH	DEFINED
D	AIRTRAN HLDGS INC	COM		00949P108	1492	125595	SH	SOLE
D	AIRTRAN HLDGS INC	COM		00949P108	295	24870	SH	DEFINED
D	AKAMAI TECHNOLOGIES INC	COM		00971T101	169	12900	SH	SOLE
D	AKAMAI TECHNOLOGIES INC	COM		00971T101	26	2000	SH	DEFINED
D	ALBANY INTL CORP	CL A		012348108	5005	186150	SH	SOLE
D	ALBEMARLE CORP	COM		012653101	930	32097	SH	SOLE
D	ALBEMARLE CORP	COM		012653101	733	25306	SH	DEFINED
D	ALBERTO CULVER CO	COM		013068101	435	9926	SH	SOLE
D	ALBERTO CULVER CO	COM		013068101	19	450	SH	DEFINED
D	ALBERTSONS INC	COM		013104104	2240	101170	SH	SOLE
D	ALBERTSONS INC	COM		013104104	132	5972	SH	DEFINED
D	ALCOA INC	COM		013817101	15092	435063	SH	SOLE
D	ALCOA INC	COM		013817101	11995	345785	SH	DEFINED
D	ALCATEL	SPONSORED ADR		013904305	577	36435	SH	SOLE
D	ALCATEL	SPONSORED ADR		013904305	50	3166	SH	DEFINED
D	ALIGN TECHNOLOGY INC	COM		016255101	195	10300	SH	SOLE
D	ALLEGHANY CORP DEL	COM		017175100	301	1220	SH	SOLE
D	ALLEGHANY CORP DEL	COM		017175100	2336	9450	SH	DEFINED
D	ALLEGHENY ENERGY INC	COM		017361106	197	14382	SH	SOLE
D	ALLEGHENY ENERGY INC	COM		017361106	130	9526	SH	DEFINED
D	ALLERGAN INC	NOTE	11/0	018490AE2	471	4600	SH	SOLE
D	ALLERGAN INC	COM		018490102	13527	160732	SH	SOLE
D	ALLERGAN INC	COM		018490102	2183	25940	SH	DEFINED
D	ALLETE INC	COM		018522102	13032	371402	SH	SOLE
D	ALLETE INC	COM		018522102	121	3475	SH	DEFINED
D	ALLIANCE CAP MGMT HLDG L P	UNIT LTD PARTN		01855A101	704	19140	SH	SOLE
D	ALLIANCE CAP MGMT HLDG L P	UNIT LTD PARTN		01855A101	172	4675	SH	DEFINED
D	ALLIANCE DATA SYSTEMS CORP	COM		018581108	384	11450	SH	SOLE
D	ALLIANT ENERGY CORP	COM		018802108	461	17707	SH	SOLE
D	ALLIANT ENERGY CORP	COM		018802108	155	5980	SH	DEFINED
D	ALLIANT TECHSYSTEMS INC	COM		018804104	258	4760	SH	SOLE
D	ALLIANT TECHSYSTEMS INC	COM		018804104	183	3375	SH	DEFINED
D	ALLIED CAP CORP NEW	COM		01903Q108	456	15076	SH	SOLE
D	ALLIED CAP CORP NEW	COM		01903Q108	1659	54797	SH	DEFINED
D	ALLIED IRISH BKS P L C	SPON ADR ORD		019228402	203	6800	SH	SOLE
D	ALLSTATE CORP	COM		020002101	59205	1302364	SH	SOLE
D	ALLSTATE CORP	COM		020002101	27317	600905	SH	DEFINED
D	ALLTEL CORP	COM		020039103	30769	616754	SH	SOLE
D	ALLTEL CORP	COM		020039103	1096	21977	SH	DEFINED
D	ALLSTREAM INC	CL B LT VTG SH		02004C204	463	8255	SH	SOLE
D	ALTERA CORP	COM		021441100	2042	99729	SH	SOLE
D	ALTERA CORP	COM		021441100	7	345	SH	DEFINED
D	ALTRIA GROUP INC	COM		02209S103	48483	890420	SH	SOLE
D	ALTRIA GROUP INC	COM		02209S103	67349	1236897	SH	DEFINED
D	AMAZON COM INC	COM		023135106	522	12074	SH	SOLE
D	AMAZON COM INC	COM		023135106	9	211	SH	DEFINED
D	AMBAC FINL GROUP INC	COM		023139108	148036	2006460	SH	SOLE
D	AMBAC FINL GROUP INC	COM		023139108	9468	128329	SH	DEFINED
D	AMERADA HESS CORP	COM		023551104	6109	93595	SH	SOLE
D	AMERADA HESS CORP	COM		023551104	19	304	SH	DEFINED
D	AMEREN CORP	COM		023608102	2699	58569	SH	SOLE

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D AMEREN CORP	COM		023608102	422	9165	SH	DEFINED
D AMERICA MOVIL S A DE C V	SPON ADR L SHS		02364W105	261	6766	SH	SOLE
D AMERICA MOVIL S A DE C V	SPON ADR L SHS		02364W105	81	2100	SH	DEFINED
D AMERICA ONLINE LATIN AMERI	CL A		02365B100	63	57000	SH	SOLE
D AMERICAN AXLE & MFG HLDGS	COM		024061103	5475	148598	SH	SOLE
D AMERICAN EAGLE OUTFITTERS	COM		02553E106	296	11000	SH	SOLE
D AMERICAN ELEC PWR INC	COM		025537101	30625	930312	SH	SOLE
D AMERICAN ELEC PWR INC	COM		025537101	1661	50480	SH	DEFINED
D AMERICAN EXPRESS CO	COM		025816109	255668	4930933	SH	SOLE
D AMERICAN EXPRESS CO	COM		025816109	28775	554972	SH	DEFINED
D AMERICAN FINL GROUP INC OH	COM		025932104	8528	285903	SH	SOLE
D AMERICAN GENERAL CORP	COM		026351106	0	23700	SH	SOLE
D AMERICAN GREETINGS CORP	CL A		026375105	228	10044	SH	SOLE
D AMERICAN GREETINGS CORP	CL A		026375105	18	800	SH	DEFINED
D AMERICAN HEALTHWAYS INC	COM		02649V104	1269	52020	SH	SOLE
D AMERICAN INTL GROUP INC	COM		026874107	383911	5380684	SH	SOLE
D AMERICAN INTL GROUP INC	COM		026874107	55699	780645	SH	DEFINED
D AMERICAN MED SEC GROUP INC	COM		02744P101	5181	194000	SH	SOLE
D AMERICAN RETIREMENT CORP	COM		028913101	83	15377	SH	SOLE
D AMERICAN RETIREMENT CORP	COM		028913101	63	11732	SH	DEFINED
D AMERICAN PWR CONVERSION CO	COM		029066107	59866	2604004	SH	SOLE
D AMERICAN PWR CONVERSION CO	COM		029066107	1680	73112	SH	DEFINED
D AMERICAN SOFTWARE INC	CL A		029683109	4036	602500	SH	SOLE
D AMERICAN STD COS INC DEL	COM		029712106	224	1971	SH	SOLE
D AMERICAN WOODMARK CORP	COM		030506109	1967	29600	SH	SOLE
D AMERICAS CAR MART INC	COM		03062T105	2908	107930	SH	SOLE
D AMERUS GROUP CO	COM		03072M108	327	8123	SH	SOLE
D AMERUS GROUP CO	COM		03072M108	111	2754	SH	DEFINED
D AMERISOURCEBERGEN CORP	COM		03073E105	2044	37385	SH	SOLE
D AMERISOURCEBERGEN CORP	COM		03073E105	103	1896	SH	DEFINED
D AMERITRADE HLDG CORP NEW	COM		03074K100	3637	236209	SH	SOLE
D AMERITRADE HLDG CORP NEW	COM		03074K100	13	875	SH	DEFINED
D AMERIGAS PARTNERS L P	UNIT L P INT		030975106	125	4200	SH	SOLE
D AMERIGAS PARTNERS L P	UNIT L P INT		030975106	224	7500	SH	DEFINED
D AMGEN INC	COM		031162100	40950	704225	SH	SOLE
D AMGEN INC	COM		031162100	10026	172418	SH	DEFINED
D AMKOR TECHNOLOGY INC	COM		031652100	5529	377990	SH	SOLE
D AMSOUTH BANCORPORATION	COM		032165102	8504	361727	SH	SOLE
D AMSOUTH BANCORPORATION	COM		032165102	3225	137216	SH	DEFINED
D ANADARKO PETE CORP	COM		032511107	91349	1761456	SH	SOLE
D ANADARKO PETE CORP	COM		032511107	5428	104680	SH	DEFINED
D ANADIGICS INC	COM		032515108	78	12700	SH	SOLE
D ANALOG DEVICES INC	COM		032654105	23354	486453	SH	SOLE
D ANALOG DEVICES INC	COM		032654105	290	6044	SH	DEFINED
D ANAREN INC	COM		032744104	1179	74400	SH	SOLE
D ANDREW CORP	COM		034425108	601	34378	SH	SOLE
D ANDRX CORP DEL	ANDRX GROUP		034553107	4847	178220	SH	SOLE
D ANHEUSER BUSCH COS INC	COM		035229103	48779	956460	SH	SOLE
D ANHEUSER BUSCH COS INC	COM		035229103	13411	262973	SH	DEFINED
D ANNALY MTG MGMT INC	COM		035710409	3377	172740	SH	SOLE
D ANNALY MTG MGMT INC	COM		035710409	328	16800	SH	DEFINED
D ANSYS INC	COM		03662Q105	2786	70130	SH	SOLE
D ANTHEM INC	COM		03674B104	1405	15504	SH	SOLE
D ANTHEM INC	COM		03674B104	119	1315	SH	DEFINED
D ANTEON INTL CORP	COM		03674E108	5056	175020	SH	SOLE
D AON CORP	COM		037389103	3250	116471	SH	SOLE
D AON CORP	COM		037389103	695	24927	SH	DEFINED
D APACHE CORP	COM		037411105	53067	1229269	SH	SOLE
D APACHE CORP	COM		037411105	7151	165650	SH	DEFINED
D APOLLO GROUP INC	CL A		037604105	3710	43066	SH	SOLE
D APOLLO GROUP INC	CL A		037604105	628	7297	SH	DEFINED
D APPLE COMPUTER INC	COM		037833100	120313	4449468	SH	SOLE

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D APPLE COMPUTER INC	COM	037833100	3232	119557	SH	DEFINED
D APPLEBEES INTL INC	COM	037899101	4285	103816	SH	SOLE
D APPLEBEES INTL INC	COM	037899101	794	19250	SH	DEFINED
D APPLERA CORP	COM AP BIO GRP	038020103	162	8211	SH	SOLE
D APPLERA CORP	COM AP BIO GRP	038020103	1756	88800	SH	DEFINED
D APPLERA CORP	COM CE GEN GRP	038020202	4039	278426	SH	SOLE
D APPLERA CORP	COM CE GEN GRP	038020202	47	3300	SH	DEFINED
D APPLIED DIGITAL SOLUTIONS	COM	038188108	16	61000	SH	SOLE
D APPLIED MATLS INC	COM	038222105	12765	598467	SH	SOLE
D APPLIED MATLS INC	COM	038222105	1780	83476	SH	DEFINED
D APTARGROUP INC	COM	038336103	948	24700	SH	SOLE
D AQUA AMERICA INC	COM	03836W103	124	5737	SH	SOLE
D AQUA AMERICA INC	COM	03836W103	128	5937	SH	DEFINED
D AQUANTIVE INC	COM	03839G105	113	11800	SH	SOLE
D ARCH CHEMICALS INC	COM	03937R102	193	6850	SH	SOLE
D ARCH CHEMICALS INC	COM	03937R102	91	3244	SH	DEFINED
D ARCH COAL INC	COM	039380100	9568	304815	SH	SOLE
D ARCH COAL INC	COM	039380100	121	3873	SH	DEFINED
D ARCHER DANIELS MIDLAND CO	COM	039483102	1956	115968	SH	SOLE
D ARCHER DANIELS MIDLAND CO	COM	039483102	73	4385	SH	DEFINED
D ARCHSTONE SMITH TR	COM	039583109	1600	54241	SH	SOLE
D ARCHSTONE SMITH TR	COM	039583109	161	5458	SH	DEFINED
D ARDEN RLTY INC	COM	039793104	1262	39060	SH	SOLE
D ARDEN RLTY INC	COM	039793104	200	6200	SH	DEFINED
D ARROW ELECTRS INC	COM	042735100	4237	166448	SH	SOLE
D ARROW INTL INC	COM	042764100	334	11200	SH	SOLE
D ARVINMERITOR INC	COM	043353101	349	17621	SH	SOLE
D ARVINMERITOR INC	COM	043353101	15	779	SH	DEFINED
D ASCENTIAL SOFTWARE CORP	COM NEW	04362P207	2182	100000	SH	SOLE
D ASCENTIAL SOFTWARE CORP	COM NEW	04362P207	10	500	SH	DEFINED
D ASHLAND INC	COM	044204105	7033	151284	SH	SOLE
D ASHLAND INC	COM	044204105	740	15920	SH	DEFINED
D ASHWORTH INC	COM	04516H101	158	18200	SH	SOLE
D ASPECT MED SYS INC	COM	045235108	195	13000	SH	SOLE
D ASPEN TECHNOLOGY INC	COM	045327103	4120	504350	SH	SOLE
D ASSURANT INC	COM	04621X108	1199	47700	SH	SOLE
D ASTA FDG INC	COM	046220109	1002	52302	SH	SOLE
D AT RD INC	COM	04648K105	208	17000	SH	SOLE
D ATMOS ENERGY CORP	COM	049560105	182	7140	SH	SOLE
D ATMOS ENERGY CORP	COM	049560105	201	7886	SH	DEFINED
D ATRION CORP	COM	049904105	25	653	SH	SOLE
D ATRION CORP	COM	049904105	233	5885	SH	DEFINED
D AUBURN NATL BANCORP	COM	050473107	1354	63000	SH	DEFINED
D AUTHENTIDATE HLDG CORP	COM	052666104	6017	450400	SH	SOLE
D AUTODESK INC	COM	052769106	29286	929143	SH	SOLE
D AUTOMATIC DATA PROCESSING	COM	053015103	42045	1001090	SH	SOLE
D AUTOMATIC DATA PROCESSING	COM	053015103	11308	269258	SH	DEFINED
D AUTONATION INC	COM	05329W102	430	25266	SH	SOLE
D AUTONATION INC	COM	05329W102	87	5115	SH	DEFINED
D AUTOZONE INC	COM	053332102	1021	11885	SH	SOLE
D AUTOZONE INC	COM	053332102	248	2890	SH	DEFINED
D AVANT IMMUNOTHERAPEUTICS I	COM	053491106	65	25000	SH	SOLE
D AVAYA INC	COM	053499109	4704	296229	SH	SOLE
D AVAYA INC	COM	053499109	161	10184	SH	DEFINED
D AVERY DENNISON CORP	COM	053611109	2544	40895	SH	SOLE
D AVERY DENNISON CORP	COM	053611109	4368	70220	SH	DEFINED
D AVIALL INC NEW	COM	05366B102	270	17800	SH	SOLE
D AVISTA CORP	COM	05379B107	279	14754	SH	SOLE
D AVISTA CORP	COM	05379B107	15	800	SH	DEFINED
D AVNET INC	COM	053807103	4927	201207	SH	SOLE
D AVNET INC	COM	053807103	73	3000	SH	DEFINED
D AVOCENT CORP	COM	053893103	6300	171028	SH	SOLE

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D AVOCENT CORP	COM	053893103	12	345	SH	DEFINED
D AVON PRODS INC	COM	054303102	114700	1511799	SH	SOLE
D AVON PRODS INC	COM	054303102	3027	39903	SH	DEFINED
D AXA	SPONSORED ADR	054536107	274	13069	SH	SOLE
D AXA	SPONSORED ADR	054536107	5	256	SH	DEFINED
D AXCELIS TECHNOLOGIES INC	COM	054540109	3736	335997	SH	SOLE
D AXCELIS TECHNOLOGIES INC	COM	054540109	26	2357	SH	DEFINED
D AXONYX INC	COM	05461R101	169	26020	SH	SOLE
D AXCAN PHARMA INC	COM	054923107	390	20500	SH	SOLE
D BB&T CORP	COM	054937107	36353	1029843	SH	SOLE
D BB&T CORP	COM	054937107	11951	338560	SH	DEFINED
D BHA GROUP HLDGS INC	COM	055446108	1154	38500	SH	SOLE
D BISYS GROUP INC	COM	055472104	1119	66800	SH	SOLE
D BJS WHOLESALE CLUB INC	COM	05548J106	537	21113	SH	SOLE
D BJS WHOLESALE CLUB INC	COM	05548J106	14	564	SH	DEFINED
D BJ SVCS CO	COM	055482103	4180	96618	SH	SOLE
D BJ SVCS CO	COM	055482103	1688	39012	SH	DEFINED
D BP PLC	SPONSORED ADR	055622104	120703	2357486	SH	SOLE
D BP PLC	SPONSORED ADR	055622104	45462	887939	SH	DEFINED
D BMC SOFTWARE INC	COM	055921100	1964	100495	SH	SOLE
D BMC SOFTWARE INC	COM	055921100	187	9581	SH	DEFINED
D BAKER HUGHES INC	COM	057224107	7446	204120	SH	SOLE
D BAKER HUGHES INC	COM	057224107	51	1412	SH	DEFINED
D BALDOR ELEC CO	COM	057741100	8046	350153	SH	SOLE
D BALDOR ELEC CO	COM	057741100	137	6000	SH	DEFINED
D BALL CORP	COM	058498106	2437	35959	SH	SOLE
D BALL CORP	COM	058498106	31	470	SH	DEFINED
D BANCTRUST FINANCIAL GP	COM	05978R107	991	56717	SH	SOLE
D BANDAG INC	COM	059815100	288	5798	SH	SOLE
D BANK OF AMERICA CORPORATIO	COM	060505104	177089	2186834	SH	SOLE
D BANK OF AMERICA CORPORATIO	COM	060505104	52976	654197	SH	DEFINED
D BANK MUTUAL CORP NEW	COM	063750103	207	18568	SH	SOLE
D BANK OF THE OZARKS INC	COM	063904106	4544	164950	SH	SOLE
D BANK NEW YORK INC	COM	064057102	88113	2797249	SH	SOLE
D BANK NEW YORK INC	COM	064057102	3798	120593	SH	DEFINED
D BANK ONE CORP	COM	06423A103	22126	405840	SH	SOLE
D BANK ONE CORP	COM	06423A103	8685	159310	SH	DEFINED
D BANKATLANTIC BANCORP	CL A	065908501	3841	226500	SH	SOLE
D BANKNORTH GROUP INC NEW	COM	06646R107	2059	60500	SH	SOLE
D BANKNORTH GROUP INC NEW	COM	06646R107	704	20700	SH	DEFINED
D BANKUNITED FINL CORP	CL A	06652B103	442	14900	SH	SOLE
D BANNER CORP	COM	06652V109	3767	128640	SH	SOLE
D BARD C R INC	COM	067383109	8701	89123	SH	SOLE
D BARD C R INC	COM	067383109	4158	42593	SH	DEFINED
D BARNES & NOBLE INC	COM	067774109	394	12100	SH	SOLE
D BARNES & NOBLE INC	COM	067774109	8	257	SH	DEFINED
D BARRICK GOLD CORP	COM	067901108	243	10224	SH	SOLE
D BARRICK GOLD CORP	COM	067901108	53	2241	SH	DEFINED
D BARR PHARMACEUTICALS INC	COM	068306109	5780	125928	SH	SOLE
D BARR PHARMACEUTICALS INC	COM	068306109	25	562	SH	DEFINED
D BARRA INC	COM	068313105	32078	916780	SH	SOLE
D BASSETT FURNITURE INDS INC	COM	070203104	6866	346441	SH	SOLE
D BASSETT FURNITURE INDS INC	COM	070203104	159	8063	SH	DEFINED
D BAUSCH & LOMB INC	COM	071707103	35395	590218	SH	SOLE
D BAUSCH & LOMB INC	COM	071707103	3259	54352	SH	DEFINED
D BAXTER INTL INC	COM	071813109	7224	233873	SH	SOLE
D BAXTER INTL INC	COM	071813109	3542	114694	SH	DEFINED
D BEA SYS INC	COM	073325102	402	31659	SH	SOLE
D BEA SYS INC	COM	073325102	29	2319	SH	DEFINED
D BEAR STEARNS COS INC	COM	073902108	4170	47570	SH	SOLE
D BEAR STEARNS COS INC	COM	073902108	2253	25707	SH	DEFINED
D BEARINGPOINT INC	COM	074002106	284	26500	SH	SOLE

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D BEBE STORES INC	COM	075571109	6518	194360	SH	SOLE
D BECTON DICKINSON & CO	COM	075887109	19667	405690	SH	SOLE
D BECTON DICKINSON & CO	COM	075887109	4877	100617	SH	DEFINED
D BED BATH & BEYOND INC	COM	075896100	144858	3457253	SH	SOLE
D BED BATH & BEYOND INC	COM	075896100	8602	205313	SH	DEFINED
D BELDEN INC	COM	077459105	227	11999	SH	SOLE
D BELLSOUTH CORP	COM	079860102	54801	1979111	SH	SOLE
D BELLSOUTH CORP	COM	079860102	33258	1201084	SH	DEFINED
D BELO CORP	COM SER A	080555105	374	13500	SH	DEFINED
D BEMIS INC	COM	081437105	7973	306672	SH	SOLE
D BEMIS INC	COM	081437105	5	200	SH	DEFINED
D BENETTON GROUP SPA	ADR NEW	081795403	8070	371900	SH	SOLE
D BENNETT ENVIRONMENTAL INC	COM	081906109	3175	250000	SH	SOLE
D BERKLEY W R CORP	COM	084423102	631	15832	SH	SOLE
D BERKLEY W R CORP	COM	084423102	69	1750	SH	DEFINED
D BERKSHIRE HATHAWAY INC DEL	CL B	084670207	67624	21737	SH	SOLE
D BERKSHIRE HATHAWAY INC DEL	CL B	084670207	13607	4374	SH	DEFINED
D BEST BUY INC	COM	086516101	3463	66960	SH	SOLE
D BEST BUY INC	COM	086516101	905	17505	SH	DEFINED
D BIG 5 SPORTING GOODS CORP	COM	08915P101	2096	83080	SH	SOLE
D BIO RAD LABS INC	CL A	090572207	70714	1254463	SH	SOLE
D BIOMET INC	COM	090613100	161999	4223135	SH	SOLE
D BIOMET INC	COM	090613100	9335	243355	SH	DEFINED
D BIOGEN IDEC INC	COM	09062X103	4376	78711	SH	SOLE
D BIOGEN IDEC INC	COM	09062X103	261	4702	SH	DEFINED
D BIOTECH HOLDERS TR	DEPOSTRY RCPTS	09067D201	412	2900	SH	SOLE
D BIOTECH HOLDERS TR	DEPOSTRY RCPTS	09067D201	71	500	SH	DEFINED
D BIOSITE INC	COM	090945106	236	7400	SH	SOLE
D BLACK & DECKER CORP	COM	091797100	4298	75484	SH	SOLE
D BLACK & DECKER CORP	COM	091797100	2358	41421	SH	DEFINED
D BLACKROCK INCOME TR INC	COM	09247F100	117	14950	SH	DEFINED
D BLACKROCK FL INSD MUN 2008	COM	09247H106	110	6650	SH	SOLE
D BLACKROCK FL INSD MUN 2008	COM	09247H106	83	5049	SH	DEFINED
D BLACKROCK INSD MUN 2008 TR	COM	09247K109	227	13075	SH	SOLE
D BLACKROCK INSD MUN 2008 TR	COM	09247K109	34	2000	SH	DEFINED
D BLACKROCK MUN TARGET TERM	COM	09247M105	172	15500	SH	SOLE
D BLACKROCK MUN TARGET TERM	COM	09247M105	20	1800	SH	DEFINED
D BLACKROCK INC	CL A	09247X101	738	12071	SH	SOLE
D BLACKROCK INC	CL A	09247X101	911	14900	SH	DEFINED
D BLACKROCK INSD MUN TERM TR	COM	092474105	103	8900	SH	SOLE
D BLACKROCK INSD MUN TERM TR	COM	092474105	13	1200	SH	DEFINED
D BLACKROCK MUNI 2018 TERM T	COM	09248C106	130	8742	SH	SOLE
D BLACKROCK MUNI 2018 TERM T	COM	09248C106	20	1384	SH	DEFINED
D BLOCK H & R INC	COM	093671105	8594	168415	SH	SOLE
D BLOCK H & R INC	COM	093671105	1398	27404	SH	DEFINED
D BLYTH INC	COM	09643P108	7980	244262	SH	SOLE
D BLYTH INC	COM	09643P108	1	42	SH	DEFINED
D BOEING CO	COM	097023105	18477	449904	SH	SOLE
D BOEING CO	COM	097023105	4349	105896	SH	DEFINED
D BOISE CASCADE CORP	COM	097383103	1864	53806	SH	SOLE
D BOISE CASCADE CORP	COM	097383103	234	6775	SH	DEFINED
D BOMBAY CO INC	COM	097924104	3083	392850	SH	SOLE
D BOOKS-A-MILLION INC	COM	098570104	628	98210	SH	SOLE
D BOOKS-A-MILLION INC	COM	098570104	89	14030	SH	DEFINED
D BORG WARNER INC	COM	099724106	14871	175310	SH	SOLE
D BOSTON PROPERTIES INC	COM	101121101	2014	37100	SH	SOLE
D BOSTON PROPERTIES INC	COM	101121101	86	1600	SH	DEFINED
D BOSTON SCIENTIFIC CORP	COM	101137107	97437	2299140	SH	SOLE
D BOSTON SCIENTIFIC CORP	COM	101137107	4892	115455	SH	DEFINED
D BOWATER INC	COM	102183100	788	18079	SH	SOLE
D BOWATER INC	COM	102183100	15	350	SH	DEFINED
D BOWNE & CO INC	COM	103043105	776	45400	SH	SOLE

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D BRADLEY PHARMACEUTICALS IN	COM		104576103	6787	269540	SH	SOLE
D BRANDYWINE RLTY TR	SH BEN INT NEW		105368203	1940	63510	SH	SOLE
D BRIGGS & STRATTON CORP	COM		109043109	13345	197800	SH	SOLE
D BRIGGS & STRATTON CORP	COM		109043109	798	11832	SH	DEFINED
D BRIGHT HORIZON FAMILY SOLU	COM		109195107	479	10178	SH	SOLE
D BRINKER INTL INC	COM		109641100	4335	114296	SH	SOLE
D BRINKER INTL INC	COM		109641100	2280	60121	SH	DEFINED
D BRINKS CO	COM		109696104	21295	772134	SH	SOLE
D BRINKS CO	COM		109696104	580	21055	SH	DEFINED
D BRISTOL MYERS SQUIBB CO	COM		110122108	47584	1963884	SH	SOLE
D BRISTOL MYERS SQUIBB CO	COM		110122108	32242	1330691	SH	DEFINED
D BROADCOM CORP	CL A		111320107	850	21797	SH	SOLE
D BROADCOM CORP	CL A		111320107	15	400	SH	DEFINED
D BROCADE COMMUNICATIONS SYS	COM		111621108	283	42684	SH	SOLE
D BROOKLINE BANCORP INC DEL	COM		11373M107	191	12000	SH	SOLE
D BROWN & BROWN INC	COM		115236101	1625	41931	SH	SOLE
D BROWN & BROWN INC	COM		115236101	327	8450	SH	DEFINED
D BROWN FORMAN CORP	CL A		115637100	220	4360	SH	SOLE
D BROWN FORMAN CORP	CL A		115637100	181	3600	SH	DEFINED
D BROWN FORMAN CORP	CL B		115637209	453	9506	SH	SOLE
D BROWN SHOE INC NEW	COM		115736100	4495	123390	SH	SOLE
D BROWN SHOE INC NEW	COM		115736100	174	4800	SH	DEFINED
D BRUNSWICK CORP	COM		117043109	450	11032	SH	SOLE
D BUCKEYE PARTNERS L P	UNIT LTD PARTN		118230101	691	16000	SH	SOLE
D BUCKEYE PARTNERS L P	UNIT LTD PARTN		118230101	812	18800	SH	DEFINED
D BUCKEYE TECHNOLOGIES INC	COM		118255108	153	14800	SH	SOLE
D BUFFALO WILD WINGS INC	COM		119848109	904	31630	SH	SOLE
D BUFFALO WILD WINGS INC	COM		119848109	146	5125	SH	DEFINED
D BURLINGTON NORTHN SANTA FE	COM		12189T104	4122	130886	SH	SOLE
D BURLINGTON NORTHN SANTA FE	COM		12189T104	624	19822	SH	DEFINED
D BURLINGTON RES INC	COM		122014103	36770	577877	SH	SOLE
D BURLINGTON RES INC	COM		122014103	2900	45587	SH	DEFINED
D BUSH INDS INC	CL A		123164105	5	55000	SH	SOLE
D C & F FINL CORP	COM		12466Q104	1576	38680	SH	SOLE
D C & F FINL CORP	COM		12466Q104	8266	202818	SH	DEFINED
D CBL & ASSOC PPTYS INC	COM		124830100	131	2145	SH	SOLE
D CBL & ASSOC PPTYS INC	COM		124830100	282	4600	SH	DEFINED
D CBRL GROUP INC	COM		12489V106	19638	495423	SH	SOLE
D CBRL GROUP INC	COM		12489V106	32	809	SH	DEFINED
D C COR NET CORP	COM		125010108	4093	291972	SH	SOLE
D C D W CORP	COM		12512N105	2851	42179	SH	SOLE
D C D W CORP	COM		12512N105	99	1471	SH	DEFINED
D CEC ENTMT INC	COM		125137109	265	7651	SH	SOLE
D CHC HELICOPTER CORP	CL A SUB VTG		12541C203	11969	434290	SH	SOLE
D CH ENERGY GROUP INC	COM		12541M102	274	5598	SH	SOLE
D C H ROBINSON WORLDWIDE INC	COM		12541W100	1191	28706	SH	SOLE
D C H ROBINSON WORLDWIDE INC	COM		12541W100	95	2300	SH	DEFINED
D CIGNA CORP	COM		125509109	1683	28516	SH	SOLE
D CIGNA CORP	COM		125509109	645	10932	SH	DEFINED
D CLECO CORP NEW	COM		12561W105	510	26800	SH	SOLE
D CLECO CORP NEW	COM		12561W105	35	1860	SH	DEFINED
D CMS ENERGY CORP	COM		125896100	484	54150	SH	SOLE
D CMS ENERGY CORP	COM		125896100	37	4200	SH	DEFINED
D CSK AUTO CORP	COM		125965103	5832	322065	SH	SOLE
D CNB FLORIDA BANCSHARES INC	COM		12612H107	595	24000	SH	SOLE
D CNET NETWORKS INC	COM		12613R104	231	22400	SH	SOLE
D CSX CORP	COM		126408103	3512	115957	SH	SOLE
D CSX CORP	COM		126408103	2891	95446	SH	DEFINED
D CTS CORP	COM		126501105	3609	276800	SH	SOLE
D CUNO INC	COM		126583103	31	700	SH	SOLE
D CUNO INC	COM		126583103	223	5000	SH	DEFINED
D CVS CORP	COM		126650100	12955	367025	SH	SOLE

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D CVS CORP	COM	126650100	1137	32230	SH	DEFINED
D CV THERAPEUTICS INC	COM	126667104	189	12500	SH	SOLE
D CABOT OIL & GAS CORP	COM	127097103	180	5900	SH	SOLE
D CABOT OIL & GAS CORP	COM	127097103	25	840	SH	DEFINED
D CACHE INC	COM NEW	127150308	7720	235180	SH	SOLE
D CACI INTL INC	CL A	127190304	3670	85355	SH	SOLE
D CADBURY SCHWEPPES PLC	ADR	127209302	283	8830	SH	SOLE
D CADBURY SCHWEPPES PLC	ADR	127209302	38	1200	SH	DEFINED
D CADENCE DESIGN SYSTEM INC	COM	127387108	266	18078	SH	SOLE
D CADENCE DESIGN SYSTEM INC	COM	127387108	32	2200	SH	DEFINED
D CAESARS ENTMT INC	COM	127687101	2050	157261	SH	SOLE
D CAESARS ENTMT INC	COM	127687101	7	600	SH	DEFINED
D CAL DIVE INTL INC	COM	127914109	4709	182550	SH	SOLE
D CAL MAINE FOODS INC	COM NEW	128030202	55486	1558602	SH	SOLE
D CALIPER LIFE SCIENCES INC	COM	130872104	203	29500	SH	SOLE
D CALPINE CORP	COM	131347106	401	85918	SH	SOLE
D CALPINE CORP	COM	131347106	1	300	SH	DEFINED
D CAMBREX CORP	COM	132011107	13186	490190	SH	SOLE
D CAMPBELL SOUP CO	COM	134429109	1287	47218	SH	SOLE
D CAMPBELL SOUP CO	COM	134429109	408	14962	SH	DEFINED
D CANON INC	ADR	138006309	155	3000	SH	SOLE
D CANON INC	ADR	138006309	49	960	SH	DEFINED
D CAPITAL CITY BK GROUP INC	COM	139674105	312	7582	SH	SOLE
D CAPITAL AUTOMOTIVE REIT	COM SH BEN INT	139733109	210	5965	SH	SOLE
D CAPITAL ONE FINL CORP	COM	14040H105	3128	41479	SH	SOLE
D CAPITAL ONE FINL CORP	COM	14040H105	5541	73459	SH	DEFINED
D CAPSTONE TURBINE CORP	COM	14067D102	172	70000	SH	SOLE
D CAPTIVA SOFTWARE CORP DEL	COM	14073T109	6051	436950	SH	SOLE
D CARAUSTAR INDS INC	COM	140909102	326	27999	SH	SOLE
D CARAUSTAR INDS INC	COM	140909102	0	22	SH	DEFINED
D CARDINAL HEALTH INC	COM	14149Y108	27524	399490	SH	SOLE
D CARDINAL HEALTH INC	COM	14149Y108	5237	76023	SH	DEFINED
D CAREER EDUCATION CORP	COM	141665109	57029	1008476	SH	SOLE
D CAREER EDUCATION CORP	COM	141665109	944	16706	SH	DEFINED
D CAREMARK RX INC	COM	141705103	337	10148	SH	SOLE
D CAREMARK RX INC	COM	141705103	178	5379	SH	DEFINED
D CARLISLE COS INC	COM	142339100	21	375	SH	SOLE
D CARLISLE COS INC	COM	142339100	311	5500	SH	DEFINED
D CARMAX INC	COM	143130102	500	17126	SH	SOLE
D CARMAX INC	COM	143130102	1042	35702	SH	DEFINED
D CARNIVAL CORP	PAIRED CTF	143658300	216759	4826528	SH	SOLE
D CARNIVAL CORP	PAIRED CTF	143658300	1394	31057	SH	DEFINED
D CARPENTER TECHNOLOGY CORP	COM	144285103	496	15100	SH	SOLE
D CARRAMERICA RLTY CORP	COM	144418100	189	5600	SH	SOLE
D CARRAMERICA RLTY CORP	COM	144418100	23	700	SH	DEFINED
D CARREKER CORP	COM	144433109	118	15000	SH	SOLE
D CASH AMER INTL INC	COM	14754D100	4389	190430	SH	SOLE
D CASUAL MALE RETAIL GRP INC	COM	148711104	2448	236780	SH	SOLE
D CATERPILLAR INC DEL	COM	149123101	34129	431633	SH	SOLE
D CATERPILLAR INC DEL	COM	149123101	5622	71112	SH	DEFINED
D CAVALRY BANCORP INC	COM	149547101	1156	68700	SH	SOLE
D CEDAR FAIR L P	DEPOSITRY UNIT	150185106	609	17419	SH	SOLE
D CEDAR FAIR L P	DEPOSITRY UNIT	150185106	653	18700	SH	DEFINED
D CELADON GROUP INC	COM	150838100	3323	202500	SH	SOLE
D CELLSTAR CORP	COM NEW	150925204	2214	210910	SH	SOLE
D CELESTICA INC	SUB VTG SHS	15101Q108	2090	127465	SH	SOLE
D CELESTICA INC	SUB VTG SHS	15101Q108	15	915	SH	DEFINED
D CELGENE CORP	COM	151020104	52	1100	SH	SOLE
D CELGENE CORP	COM	151020104	8557	179600	SH	DEFINED
D CENDANT CORP	COM	151313103	113207	4641538	SH	SOLE
D CENDANT CORP	COM	151313103	3675	150711	SH	DEFINED
D CENTERPOINT ENERGY INC	COM	15189T107	716	62674	SH	SOLE

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D CENTERPOINT ENERGY INC	COM	15189T107	126	11045 SH	DEFINED
D CENTEX CORP	COM	152312104	297	5505 SH	SOLE
D CENTEX CORP	COM	152312104	159	2944 SH	DEFINED
D CENTRAL FD CDA LTD	CL A	153501101	94	14900 SH	SOLE
D CENTRAL FD CDA LTD	CL A	153501101	6	1000 SH	DEFINED
D CENTRAL GARDEN & PET CO	COM	153527106	9807	272435 SH	SOLE
D CENTRAL PKG CORP	COM	154785109	3352	166955 SH	SOLE
D CENTRAL PKG CORP	COM	154785109	36070	1796322 SH	DEFINED
D CENTURYTEL INC	COM	156700106	18024	655681 SH	SOLE
D CENTURYTEL INC	COM	156700106	17	650 SH	DEFINED
D CEPHALON INC	COM	156708109	309	5400 SH	SOLE
D CERIDIAN CORP NEW	COM	156779100	44	2273 SH	SOLE
D CERIDIAN CORP NEW	COM	156779100	214	10884 SH	DEFINED
D CERTEGY INC	COM	156880106	26461	755618 SH	SOLE
D CERTEGY INC	COM	156880106	6390	182493 SH	DEFINED
D CHARTER ONE FINL INC	COM	160903100	3346	94648 SH	SOLE
D CHARTER ONE FINL INC	COM	160903100	94	2679 SH	DEFINED
D CHARLOTTE RUSSE HLDG INC	COM	161048103	382	20900 SH	SOLE
D CHARMING SHOPPES INC	COM	161133103	123	15800 SH	SOLE
D CHATTEM INC	COM	162456107	6063	236196 SH	SOLE
D CHATTEM INC	COM	162456107	886	34522 SH	DEFINED
D CHELSEA PPTY GROUP INC	COM	163421100	25	400 SH	SOLE
D CHELSEA PPTY GROUP INC	COM	163421100	251	4000 SH	DEFINED
D CHEMICAL FINL CORP	COM	163731102	188	5250 SH	SOLE
D CHEMICAL FINL CORP	COM	163731102	452	12645 SH	DEFINED
D CHESAPEAKE CORP	COM	165159104	4724	197945 SH	SOLE
D CHESAPEAKE CORP	COM	165159104	8516	356796 SH	DEFINED
D CHESTER VALLEY BANCORP	COM	166335109	503	23000 SH	SOLE
D CHEVRONTEXACO CORP	COM	166764100	125096	1425115 SH	SOLE
D CHEVRONTEXACO CORP	COM	166764100	44834	510756 SH	DEFINED
D CHICAGO BRIDGE & IRON CO N N Y REGISTRY SH		167250109	212	7650 SH	SOLE
D CHICOS FAS INC	COM	168615102	2408	51904 SH	SOLE
D CHICOS FAS INC	COM	168615102	42	915 SH	DEFINED
D CHIRON CORP	COM	170040109	278	6333 SH	SOLE
D CHITTENDEN CORP	COM	170228100	482	14625 SH	SOLE
D CHOICEPOINT INC	COM	170388102	4892	128641 SH	SOLE
D CHOICEPOINT INC	COM	170388102	7292	191766 SH	DEFINED
D CHRISTOPHER & BANKS CORP	COM	171046105	3522	166880 SH	SOLE
D CHUBB CORP	COM	171232101	76556	1100892 SH	SOLE
D CHUBB CORP	COM	171232101	4233	60874 SH	DEFINED
D CHURCH & DWIGHT INC	COM	171340102	13440	310335 SH	SOLE
D CIBER INC	COM	17163B102	2523	229399 SH	SOLE
D CIENA CORP	COM	171779101	71	14481 SH	SOLE
D CIMAREX ENERGY CO	COM	171798101	409	14153 SH	SOLE
D CIMAREX ENERGY CO	COM	171798101	32	1114 SH	DEFINED
D CINCINNATI BELL INC NEW	COM	171871106	12	3000 SH	SOLE
D CINCINNATI BELL INC NEW	COM	171871106	55	13680 SH	DEFINED
D CINCINNATI FINL CORP	COM	172062101	20628	474755 SH	SOLE
D CINCINNATI FINL CORP	COM	172062101	369	8500 SH	DEFINED
D CINERGY CORP	COM	172474108	2455	60057 SH	SOLE
D CINERGY CORP	COM	172474108	1871	45760 SH	DEFINED
D CIRCUIT CITY STORE INC	COM	172737108	350	31009 SH	SOLE
D CIRCUIT CITY STORE INC	COM	172737108	244	21654 SH	DEFINED
D CISCO SYS INC	COM	17275R102	208615	8850891 SH	SOLE
D CISCO SYS INC	COM	17275R102	25947	1100886 SH	DEFINED
D CINTAS CORP	COM	172908105	16870	387912 SH	SOLE
D CINTAS CORP	COM	172908105	203	4680 SH	DEFINED
D CITIGROUP INC	COM	172967101	273597	5292017 SH	SOLE
D CITIGROUP INC	COM	172967101	36995	715584 SH	DEFINED
D CITIZENS BKG CORP MICH	COM	174420109	657	20142 SH	SOLE
D CITIZENS COMMUNICATIONS CO	COM	17453B101	4793	370462 SH	SOLE
D CITIZENS COMMUNICATIONS CO	COM	17453B101	164	12713 SH	DEFINED

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D CITRIX SYS INC	COM	177376100	398	18426	SH	SOLE
D CITY NATL CORP	COM	178566105	8084	134960	SH	SOLE
D CLEAR CHANNEL COMMUNICATIO	COM	184502102	1303	30774	SH	SOLE
D CLEAR CHANNEL COMMUNICATIO	COM	184502102	87	2075	SH	DEFINED
D CLOROX CO DEL	COM	189054109	28544	583619	SH	SOLE
D CLOROX CO DEL	COM	189054109	3582	73245	SH	DEFINED
D COACH INC	COM	189754104	99306	2422695	SH	SOLE
D COACH INC	COM	189754104	4044	98668	SH	DEFINED
D COCA COLA BOTTLING CO CONS	COM	191098102	25	500	SH	SOLE
D COCA COLA BOTTLING CO CONS	COM	191098102	633	12405	SH	DEFINED
D COCA COLA CO	COM	191216100	4590682	91266063	SH	SOLE
D COCA COLA CO	COM	191216100	1238519	24622656	SH	DEFINED
D COCA COLA ENTERPRISES INC	COM	191219104	28894	1195462	SH	SOLE
D COCA COLA ENTERPRISES INC	COM	191219104	95772	3962450	SH	DEFINED
D COGNOS INC	COM	19244C109	1653	53232	SH	SOLE
D COGNOS INC	COM	19244C109	14	475	SH	DEFINED
D COGNIZANT TECHNOLOGY SOLUT	CL A	192446102	2053	45383	SH	SOLE
D COGNIZANT TECHNOLOGY SOLUT	CL A	192446102	58	1297	SH	DEFINED
D COLGATE PALMOLIVE CO	COM	194162103	46708	847699	SH	SOLE
D COLGATE PALMOLIVE CO	COM	194162103	12564	228031	SH	DEFINED
D COLONIAL BANGROUP INC	COM	195493309	10307	557148	SH	SOLE
D COLONIAL BANGROUP INC	COM	195493309	3238	175042	SH	DEFINED
D COLONIAL PPTYS TR	COM SH BEN INT	195872106	4508	110500	SH	SOLE
D COLONIAL PPTYS TR	COM SH BEN INT	195872106	190	4675	SH	DEFINED
D COMCAST CORP NEW	CL A	20030N101	13281	461800	SH	SOLE
D COMCAST CORP NEW	CL A	20030N101	4393	152766	SH	DEFINED
D COMCAST CORP NEW	CL A SPL	20030N200	7566	271694	SH	SOLE
D COMCAST CORP NEW	CL A SPL	20030N200	1214	43624	SH	DEFINED
D COMERICA INC	COM	200340107	9955	183279	SH	SOLE
D COMERICA INC	COM	200340107	1070	19699	SH	DEFINED
D COMMERCE BANCORP INC NJ	COM	200519106	470	7136	SH	DEFINED
D COMMERCE BANCSHARES INC	COM	200525103	3362	70476	SH	SOLE
D COMMERCIAL METALS CO	COM	201723103	6260	196622	SH	SOLE
D COMMERCIAL NATL FINL CORP	COM	202217105	242	9400	SH	SOLE
D COMMERCIAL NET LEASE RLTY	COM	202218103	223	11300	SH	SOLE
D COMMERCIAL NET LEASE RLTY	COM	202218103	55	2800	SH	DEFINED
D COMMONWEALTH TEL ENTERPRIS	COM	203349105	157	3850	SH	SOLE
D COMMONWEALTH TEL ENTERPRIS	COM	203349105	50	1225	SH	DEFINED
D COMMUNITY FINL CORP VA	COM	20365L100	518	23817	SH	SOLE
D COMPANHIA SIDERURGICA NACI	SPONSORED ADR	20440W105	4331	63510	SH	SOLE
D COMPASS BANCSHARES INC	COM	20449H109	1234	29777	SH	SOLE
D COMPASS BANCSHARES INC	COM	20449H109	147	3550	SH	DEFINED
D COMPUTER ASSOC INTL INC	COM	204912109	2751	102426	SH	SOLE
D COMPUTER ASSOC INTL INC	COM	204912109	117	4368	SH	DEFINED
D COMPUTER NETWORK TECHNOLOG	COM	204925101	3167	395000	SH	SOLE
D COMPUTER SCIENCES CORP	COM	205363104	16434	407505	SH	SOLE
D COMPUTER SCIENCES CORP	COM	205363104	181	4500	SH	DEFINED
D COMPUTERIZED THERMAL IMAGI	COM	20557C108	2	13122	SH	SOLE
D COMPUWARE CORP	COM	205638109	120	16258	SH	SOLE
D COMSTOCK RES INC	COM NEW	205768203	2449	123300	SH	SOLE
D COMVERSE TECHNOLOGY INC	COM PAR \$0.10	205862402	496	27371	SH	SOLE
D COMVERSE TECHNOLOGY INC	COM PAR \$0.10	205862402	24	1333	SH	DEFINED
D CONAGRA FOODS INC	COM	205887102	3479	129147	SH	SOLE
D CONAGRA FOODS INC	COM	205887102	2174	80725	SH	DEFINED
D CONCORDE CAREER COLLEGES I	COM NEW	20651H201	4320	180000	SH	SOLE
D CONEXANT SYSTEMS INC	COM	207142100	3776	616038	SH	SOLE
D CONEXANT SYSTEMS INC	COM	207142100	16	2720	SH	DEFINED
D CONMED CORP	COM	207410101	5179	175325	SH	SOLE
D CONNETICS CORP	COM	208192104	6454	293137	SH	SOLE
D CONOCOPHILLIPS	COM	20825C104	29292	419606	SH	SOLE
D CONOCOPHILLIPS	COM	20825C104	2985	42769	SH	DEFINED
D CONSOLIDATED EDISON INC	COM	209115104	2142	48590	SH	SOLE

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D CONSOLIDATED EDISON INC	COM		209115104	2091	47434	SH	DEFINED
D CONSOLIDATED GRAPHICS INC	COM		209341106	243	6344	SH	SOLE
D CONSTELLATION BRANDS INC	CL A		21036P108	498	15539	SH	SOLE
D CONSTELLATION BRANDS INC	CL A		21036P108	28	900	SH	DEFINED
D CONSTELLATION ENERGY GROUP	COM		210371100	1308	32753	SH	SOLE
D CONSTELLATION ENERGY GROUP	COM		210371100	1129	28280	SH	DEFINED
D CONVERGYS CORP	COM		212485106	1111	73157	SH	SOLE
D CONVERGYS CORP	COM		212485106	208	13730	SH	DEFINED
D COOPER CAMERON CORP	COM		216640102	889	20200	SH	SOLE
D COOPER COS INC	COM NEW		216648402	27417	507736	SH	SOLE
D COOPER COS INC	COM NEW		216648402	16	310	SH	DEFINED
D COOPER TIRE & RUBR CO	COM		216831107	5195	257860	SH	SOLE
D COOPER TIRE & RUBR CO	COM		216831107	11	564	SH	DEFINED
D COORS ADOLPH CO	CL B		217016104	9921	142862	SH	SOLE
D COORS ADOLPH CO	CL B		217016104	19	275	SH	DEFINED
D COPART INC	COM		217204106	2337	107555	SH	SOLE
D CORINTHIAN COLLEGES INC	COM		218868107	1427	43244	SH	SOLE
D CORINTHIAN COLLEGES INC	COM		218868107	13	410	SH	DEFINED
D CORN PRODS INTL INC	COM		219023108	881	22036	SH	SOLE
D CORN PRODS INTL INC	COM		219023108	519	12989	SH	DEFINED
D CORNERSTONE RLTY INCOME TR	COM		21922V102	129	13887	SH	SOLE
D CORNERSTONE RLTY INCOME TR	COM		21922V102	13	1400	SH	DEFINED
D CORNING INC	COM		219350105	1213	108516	SH	SOLE
D CORNING INC	COM		219350105	1681	150413	SH	DEFINED
D CORPORATE EXECUTIVE BRD CO	COM		21988R102	1741	37043	SH	SOLE
D CORPORATE EXECUTIVE BRD CO	COM		21988R102	12	265	SH	DEFINED
D CORPORATE HIGH YIELD FD V	COM		219931102	175	11304	SH	SOLE
D CORPORATE HIGH YIELD FD V	COM		219931102	38	2488	SH	DEFINED
D CORRECTIONS CORP AMER NEW	COM NEW		22025Y407	5561	156213	SH	SOLE
D COSTCO WHSL CORP NEW	COM		22160K105	96908	2576676	SH	SOLE
D COSTCO WHSL CORP NEW	COM		22160K105	4956	131785	SH	DEFINED
D COSTCO COMPANIES INC	NOTE	8/1	22160QAC6	129104	1494700	SH	SOLE
D COTT CORP QUE	COM		22163N106	6002	204230	SH	SOLE
D COUNTRYWIDE FINANCIAL CORP	COM		222372104	5711	59556	SH	SOLE
D COUNTRYWIDE FINANCIAL CORP	COM		222372104	481	5016	SH	DEFINED
D COUSINS PPTYS INC	COM		222795106	7490	228427	SH	SOLE
D COUSINS PPTYS INC	COM		222795106	2555	77927	SH	DEFINED
D COVENTRY HEALTH CARE INC	COM		222862104	3969	93764	SH	SOLE
D COVENTRY HEALTH CARE INC	COM		222862104	16	397	SH	DEFINED
D COX COMMUNICATIONS INC NEW	CL A		224044107	66854	2115660	SH	SOLE
D COX COMMUNICATIONS INC NEW	CL A		224044107	1150	36423	SH	DEFINED
D CP SHIPS LTD	COM		22409V102	12374	724050	SH	SOLE
D CP SHIPS LTD	COM		22409V102	4	287	SH	DEFINED
D CRANE CO	COM		224399105	1184	35883	SH	SOLE
D CRANE CO	COM		224399105	1303	39511	SH	DEFINED
D CRAWFORD & CO	CL B		224633107	22523	4433766	SH	SOLE
D CRAWFORD & CO	CL B		224633107	43111	8486445	SH	DEFINED
D CRAWFORD & CO	CL A		224633206	54748	11219046	SH	SOLE
D CRAWFORD & CO	CL A		224633206	262	53691	SH	DEFINED
D CRAY INC	COM		225223106	183	27698	SH	SOLE
D CREO INC	COM		225606102	3898	412525	SH	SOLE
D CRESCENT REAL ESTATE EQUIT	COM		225756105	2156	120018	SH	SOLE
D CRESCENT REAL ESTATE EQUIT	COM		225756105	1514	84263	SH	DEFINED
D CROMPTON CORP	COM		227116100	34	5404	SH	SOLE
D CROMPTON CORP	COM		227116100	70	11090	SH	DEFINED
D CTI MOLECULAR IMAGING INC	COM		22943D105	5750	394158	SH	SOLE
D CUMMINS INC	COM		231021106	15857	271293	SH	SOLE
D CUMMINS INC	COM		231021106	17	300	SH	DEFINED
D CUMULUS MEDIA INC	CL A		231082108	279	13961	SH	SOLE
D CYBERONICS INC	COM		23251P102	3919	163640	SH	SOLE
D CYMER INC	COM		232572107	403	10450	SH	SOLE
D CYPRESS SEMICONDUCTOR CORP	COM		232806109	7383	360711	SH	SOLE

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D CYPRESS SEMICONDUCTOR CORP	COM		232806109	10	500	SH	DEFINED
D DNP SELECT INCOME FD	COM		23325P104	1031	90478	SH	SOLE
D DNP SELECT INCOME FD	COM		23325P104	47	4191	SH	DEFINED
D DPL INC	COM		233293109	366	19525	SH	SOLE
D DPL INC	COM		233293109	373	19916	SH	DEFINED
D DRS TECHNOLOGIES INC	COM		23330X100	222	7962	SH	SOLE
D D R HORTON INC	COM		23331A109	524	14790	SH	SOLE
D D R HORTON INC	COM		23331A109	180	5090	SH	DEFINED
D DTE ENERGY CO	COM		233331107	931	22648	SH	SOLE
D DTE ENERGY CO	COM		233331107	451	10975	SH	DEFINED
D DADE BEHRING HLDGS INC	COM		23342J206	5299	119150	SH	SOLE
D DANA CORP	COM		235811106	241	12152	SH	SOLE
D DANA CORP	COM		235811106	1044	52601	SH	DEFINED
D DANAHER CORP DEL	COM		235851102	150428	1611098	SH	SOLE
D DANAHER CORP DEL	COM		235851102	9086	97312	SH	DEFINED
D DARDEN RESTAURANTS INC	COM		237194105	3453	139326	SH	SOLE
D DARDEN RESTAURANTS INC	COM		237194105	1473	59456	SH	DEFINED
D DAVITA INC	COM		23918K108	2404	50360	SH	SOLE
D DEAN FOODS CO NEW	COM		242370104	310	9292	SH	SOLE
D DEAN FOODS CO NEW	COM		242370104	1093	32728	SH	DEFINED
D DEERE & CO	COM		244199105	115573	1667482	SH	SOLE
D DEERE & CO	COM		244199105	5398	77891	SH	DEFINED
D DEL LABS INC	COM		245091103	3071	92530	SH	SOLE
D DEL MONTE FOODS CO	COM		24522P103	287	25593	SH	SOLE
D DEL MONTE FOODS CO	COM		24522P103	116	10398	SH	DEFINED
D DELL INC	COM		24702R101	145895	4339552	SH	SOLE
D DELL INC	COM		24702R101	14699	437238	SH	DEFINED
D DELPHI CORP	COM		247126105	248	24933	SH	SOLE
D DELPHI CORP	COM		247126105	293	29425	SH	DEFINED
D DELPHI FINL GROUP INC	CL A		247131105	277	6600	SH	SOLE
D DELTA AIR LINES INC DEL	COM		247361108	101	12803	SH	SOLE
D DELTA AIR LINES INC DEL	COM		247361108	78	9950	SH	DEFINED
D DENBURY RES INC	COM NEW		247916208	2458	145800	SH	SOLE
D DELUXE CORP	COM		248019101	3031	75591	SH	SOLE
D DELUXE CORP	COM		248019101	417	10400	SH	DEFINED
D DENDRITE INTL INC	COM		248239105	152	9547	SH	SOLE
D DENDRITE INTL INC	COM		248239105	14	921	SH	DEFINED
D DENTSPLY INTL INC NEW	COM		249030107	461	10400	SH	DEFINED
D DEVELOPERS DIVERSIFIED RLT	COM		251591103	1714	42433	SH	SOLE
D DEVELOPERS DIVERSIFIED RLT	COM		251591103	116	2894	SH	DEFINED
D DEVON ENERGY CORP NEW	DEB	4.900% 8/1	25179MAA1	2887	28000	SH	DEFINED
D DEVON ENERGY CORP NEW	COM		25179M103	2152	37018	SH	SOLE
D DEVON ENERGY CORP NEW	COM		25179M103	516	8887	SH	DEFINED
D DEVRY INC DEL	COM		251893103	52	1750	SH	SOLE
D DEVRY INC DEL	COM		251893103	301	10000	SH	DEFINED
D DIAGEO P L C	SPON ADR NEW		25243Q205	234	4431	SH	SOLE
D DIAGEO P L C	SPON ADR NEW		25243Q205	222	4200	SH	DEFINED
D DIAGNOSTIC PRODS CORP	COM		252450101	1515	35000	SH	SOLE
D DIAMONDS TR	UNIT SER 1		252787106	8660	83335	SH	SOLE
D DIAMONDS TR	UNIT SER 1		252787106	915	8805	SH	DEFINED
D DICKS SPORTING GOODS INC	COM		253393102	1570	27007	SH	SOLE
D DICKS SPORTING GOODS INC	COM		253393102	14	245	SH	DEFINED
D DIEBOLD INC	COM		253651103	117	2452	SH	SOLE
D DIEBOLD INC	COM		253651103	240	5005	SH	DEFINED
D DIGI INTL INC	COM		253798102	2863	290109	SH	SOLE
D DIGITAS INC	COM		25388K104	241	23500	SH	SOLE
D DIMON INC	COM		254394109	81	11500	SH	SOLE
D DISNEY WALT CO	COM DISNEY		254687106	175817	7035507	SH	SOLE
D DISNEY WALT CO	COM DISNEY		254687106	12182	487511	SH	DEFINED
D DITECH COMMUNICATIONS CORP	COM		25500M103	6026	361500	SH	SOLE
D DIXIE GROUP INC	CL A		255519100	1164	106455	SH	SOLE
D DIXIE GROUP INC	CL A		255519100	535	48966	SH	DEFINED

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D DOLLAR GEN CORP	COM	256669102	37926	1975341	SH	SOLE
D DOLLAR GEN CORP	COM	256669102	2965	154447	SH	DEFINED
D DOLLAR THRIFTY AUTOMOTIVE	COM	256743105	4744	187770	SH	SOLE
D DOLLAR TREE STORES INC	COM	256747106	135	4400	SH	SOLE
D DOLLAR TREE STORES INC	COM	256747106	220	7130	SH	DEFINED
D DOMINION RES INC VA NEW	COM	25746U109	10749	167171	SH	SOLE
D DOMINION RES INC VA NEW	COM	25746U109	7339	114139	SH	DEFINED
D DONNELLEY R R & SONS CO	COM	257867101	8984	297000	SH	SOLE
D DONNELLEY R R & SONS CO	COM	257867101	1354	44782	SH	DEFINED
D DORAL FINL CORP	COM	25811P100	289	8227	SH	SOLE
D DORAL FINL CORP	COM	25811P100	73	2100	SH	DEFINED
D DOT HILL SYS CORP	COM	25848T109	5287	526680	SH	SOLE
D DOVER CORP	COM	260003108	14155	365119	SH	SOLE
D DOVER CORP	COM	260003108	4709	121485	SH	DEFINED
D DOW CHEM CO	COM	260543103	9990	248015	SH	SOLE
D DOW CHEM CO	COM	260543103	7559	187685	SH	DEFINED
D DOW JONES & CO INC	COM	260561105	26853	560495	SH	SOLE
D DOW JONES & CO INC	COM	260561105	655	13685	SH	DEFINED
D DREYFUS STRATEGIC MUNS INC	COM	261932107	165	17239	SH	SOLE
D DREYFUS STRATEGIC MUNS INC	COM	261932107	110	11520	SH	DEFINED
D DREYFUS STRATEGIC MUN BD F	COM	26202F107	0	60	SH	SOLE
D DREYFUS STRATEGIC MUN BD F	COM	26202F107	120	13200	SH	DEFINED
D DU PONT E I DE NEMOURS & C	COM	263534109	54700	1295612	SH	SOLE
D DU PONT E I DE NEMOURS & C	COM	263534109	20129	476769	SH	DEFINED
D DUFF & PHELPS UTIL CORP BD	COM	26432K108	140	9290	SH	SOLE
D DUFF & PHELPS UTIL CORP BD	COM	26432K108	40	2655	SH	DEFINED
D DUKE ENERGY CORP	COM	264399106	9434	417440	SH	SOLE
D DUKE ENERGY CORP	COM	264399106	7075	313074	SH	DEFINED
D DUKE REALTY CORP	COM NEW	264411505	320	9235	SH	SOLE
D DUKE REALTY CORP	COM NEW	264411505	65	1889	SH	DEFINED
D DUN & BRADSTREET CORP DEL	COM	26483E100	1055	19730	SH	SOLE
D DUN & BRADSTREET CORP DEL	COM	26483E100	329	6150	SH	DEFINED
D DYCOM INDS INC	COM	267475101	6518	245791	SH	SOLE
D DYNEGY INC NEW	CL A	26816Q101	94	23813	SH	SOLE
D DYNEGY INC NEW	CL A	26816Q101	2	695	SH	DEFINED
D E M C CORP MASS	COM	268648102	114511	8413800	SH	SOLE
D E M C CORP MASS	COM	268648102	6403	470463	SH	DEFINED
D EMS TECHNOLOGIES INC	COM	26873N108	4337	226360	SH	SOLE
D ENSCO INTL INC	COM	26874Q100	2144	76135	SH	SOLE
D ENSCO INTL INC	COM	26874Q100	839	29808	SH	DEFINED
D ENI S P A	SPONSORED ADR	26874R108	201	2000	SH	SOLE
D EOG RES INC	COM	26875P101	1299	28327	SH	SOLE
D EOG RES INC	COM	26875P101	306	6686	SH	DEFINED
D E TRADE FINANCIAL CORP	COM	269246104	2120	158810	SH	SOLE
D EARTHLINK INC	COM	270321102	158	17907	SH	SOLE
D EARTHLINK INC	COM	270321102	12	1400	SH	DEFINED
D EASTMAN CHEM CO	COM	277432100	1658	38863	SH	SOLE
D EASTMAN CHEM CO	COM	277432100	962	22562	SH	DEFINED
D EASTMAN KODAK CO	COM	277461109	2594	99142	SH	SOLE
D EASTMAN KODAK CO	COM	277461109	1136	43430	SH	DEFINED
D EATON CORP	COM	278058102	7214	128393	SH	SOLE
D EATON CORP	COM	278058102	1358	24178	SH	DEFINED
D EATON VANCE CORP	COM NON VTG	278265103	438	11500	SH	SOLE
D EATON VANCE INS MUN BD FD	COM	27827X101	89	6118	SH	SOLE
D EATON VANCE INS MUN BD FD	COM	27827X101	94	6500	SH	DEFINED
D EBAY INC	COM	278642103	4465	64458	SH	SOLE
D EBAY INC	COM	278642103	74	1078	SH	DEFINED
D ECHOSTAR COMMUNICATIONS NE	CL A	278762109	17	520	SH	SOLE
D ECHOSTAR COMMUNICATIONS NE	CL A	278762109	332	10160	SH	DEFINED
D ECOLAB INC	COM	278865100	1975	69250	SH	SOLE
D ECOLAB INC	COM	278865100	67	2365	SH	DEFINED
D EDISON INTL	COM	281020107	3052	125688	SH	SOLE

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D EDISON INTL	COM	281020107	150	6210	SH	DEFINED
D EDUCATION MGMT CORP	COM	28139T101	423	13300	SH	SOLE
D EDWARDS AG INC	COM	281760108	16166	413256	SH	SOLE
D EDWARDS AG INC	COM	281760108	86	2221	SH	DEFINED
D EL PASO CORP	COM	28336L109	346	48782	SH	SOLE
D EL PASO CORP	COM	28336L109	193	27150	SH	DEFINED
D EL PASO ELEC CO	COM NEW	283677854	2432	175732	SH	SOLE
D ELAN PLC	ADR	284131208	71	3465	SH	SOLE
D ELAN PLC	ADR	284131208	458	22255	SH	DEFINED
D ELECTRONIC ARTS INC	COM	285512109	4083	75977	SH	SOLE
D ELECTRONIC ARTS INC	COM	285512109	116	2176	SH	DEFINED
D ELECTRONIC DATA SYS NEW	COM	285661104	8432	435770	SH	SOLE
D ELECTRONIC DATA SYS NEW	COM	285661104	1036	53561	SH	DEFINED
D ELECTRONICS BOUTIQUE HLDGS	COM	286045109	2233	76155	SH	SOLE
D ELKCORP	COM	287456107	5132	189446	SH	SOLE
D EMBARCADERO TECHNOLOGIES I	COM	290787100	181	14200	SH	SOLE
D EMBRAER-EMPRESA BRASILEIRA	SP ADR PFD SHS	29081M102	16684	519775	SH	SOLE
D EMERSON ELEC CO	COM	291011104	121727	2031495	SH	SOLE
D EMERSON ELEC CO	COM	291011104	16901	282065	SH	DEFINED
D ENBRIDGE ENERGY PARTNERS L	COM	29250R106	543	10625	SH	SOLE
D ENBRIDGE ENERGY PARTNERS L	COM	29250R106	191	3750	SH	DEFINED
D ENDESA S A	SPONSORED ADR	29258N107	527	28915	SH	SOLE
D ENDESA S A	SPONSORED ADR	29258N107	251	13800	SH	DEFINED
D ENDO PHARMACEUTICALS HLDGS	COM	29264F205	3213	131585	SH	SOLE
D ENERGEN CORP	COM	29265N108	2765	67040	SH	SOLE
D ENERGEN CORP	COM	29265N108	18	450	SH	DEFINED
D ENERGY EAST CORP	COM	29266M109	1283	50601	SH	SOLE
D ENERGY EAST CORP	COM	29266M109	254	10049	SH	DEFINED
D ENERGIZER HLDGS INC	COM	29266R108	603	12928	SH	SOLE
D ENERGIZER HLDGS INC	COM	29266R108	1471	31510	SH	DEFINED
D ENERPLUS RES FD	UNIT TR G NEW	29274D604	181	6180	SH	SOLE
D ENERPLUS RES FD	UNIT TR G NEW	29274D604	89	3050	SH	DEFINED
D ENGELHARD CORP	COM	292845104	202	6781	SH	SOLE
D ENGINEERED SUPPORT SYS INC	COM	292866100	1534	31435	SH	SOLE
D ENGINEERED SUPPORT SYS INC	COM	292866100	28	592	SH	DEFINED
D ENTERASYS NETWORKS INC	COM	293637104	35	14000	SH	SOLE
D ENTERCOM COMMUNICATIONS CO	CL A	293639100	226	5000	SH	SOLE
D ENTERGY CORP NEW	COM	29364G103	628	10565	SH	SOLE
D ENTERGY CORP NEW	COM	29364G103	429	7214	SH	DEFINED
D ENTERPRISE PRODS PARTNERS	COM	293792107	164	7000	SH	SOLE
D ENTERPRISE PRODS PARTNERS	COM	293792107	598	25500	SH	DEFINED
D ENTRAVISION COMMUNICATIONS	CL A	29382R107	151	16900	SH	SOLE
D EON LABS INC	COM	29412E100	3682	54900	SH	SOLE
D EPICOR SOFTWARE CORP	COM	29426L108	2330	176850	SH	SOLE
D EQUIFAX INC	COM	294429105	28761	1113931	SH	SOLE
D EQUIFAX INC	COM	294429105	9771	378434	SH	DEFINED
D EQUITABLE RES INC	COM	294549100	1240	27926	SH	SOLE
D EQUITABLE RES INC	COM	294549100	496	11175	SH	DEFINED
D EQUITY INCOME FD	UT 1 EX SR-ATT	294700703	306	3693	SH	SOLE
D EQUITY INCOME FD	UT 1 EX SR-ATT	294700703	208	2515	SH	DEFINED
D EQUITY OFFICE PROPERTIES T	COM	294741103	5694	197098	SH	SOLE
D EQUITY OFFICE PROPERTIES T	COM	294741103	122	4252	SH	DEFINED
D EQUITY ONE	COM	294752100	1331	69254	SH	SOLE
D EQUITY ONE	COM	294752100	112	5866	SH	DEFINED
D EQUITY RESIDENTIAL	SH BEN INT	29476L107	4691	157173	SH	SOLE
D EQUITY RESIDENTIAL	SH BEN INT	29476L107	900	30167	SH	DEFINED
D ERESEARCHTECHNOLOGY INC	COM	29481V108	813	29016	SH	SOLE
D ERESEARCHTECHNOLOGY INC	COM	29481V108	5	190	SH	DEFINED
D ERICSSON L M TEL CO	ADR B SEK 10	294821608	675	24337	SH	SOLE
D ERICSSON L M TEL CO	ADR B SEK 10	294821608	42	1547	SH	DEFINED
D ESPEED INC	CL A	296643109	1914	91350	SH	SOLE
D ESTERLINE TECHNOLOGIES COR	COM	297425100	209	8412	SH	SOLE

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D ETHAN ALLEN INTERIORS INC	COM	297602104	309	7500	SH	DEFINED
D EVERGREEN RES INC	COM NO PAR	299900308	277	8075	SH	SOLE
D EXELON CORP	COM	30161N101	23941	347632	SH	SOLE
D EXELON CORP	COM	30161N101	1745	25338	SH	DEFINED
D EXPRESSJET HOLDINGS INC	CL A	30218U108	187	15100	SH	SOLE
D EXPRESS SCRIPTS INC	COM	302182100	13218	177308	SH	SOLE
D EXPRESS SCRIPTS INC	COM	302182100	311	4175	SH	DEFINED
D EXXON MOBIL CORP	COM	30231G102	458587	11026398	SH	SOLE
D EXXON MOBIL CORP	COM	30231G102	205300	4936290	SH	DEFINED
D FLIR SYS INC	COM	302445101	663	17400	SH	SOLE
D F M C CORP	COM NEW	302491303	290	6795	SH	SOLE
D F M C CORP	COM NEW	302491303	17	400	SH	DEFINED
D FNB CORP PA	COM	302520101	3583	162134	SH	SOLE
D FNB CORP PA	COM	302520101	4	200	SH	DEFINED
D FPL GROUP INC	COM	302571104	18285	273532	SH	SOLE
D FPL GROUP INC	COM	302571104	6226	93134	SH	DEFINED
D FACTSET RESH SYS INC	COM	303075105	12495	293590	SH	SOLE
D FAIR ISAAC CORP	COM	303250104	7811	216500	SH	SOLE
D FAIRCHILD SEMICONDUCTOR IN	COM	303726103	611	25445	SH	SOLE
D FAIRCHILD SEMICONDUCTOR IN	COM	303726103	25	1055	SH	DEFINED
D FAIRMONT HOTELS RESORTS IN	COM	305204109	8185	325470	SH	SOLE
D FAIRMONT HOTELS RESORTS IN	COM	305204109	4	187	SH	DEFINED
D FALCON PRODS INC	COM	306075102	80	21200	SH	SOLE
D FAMILY DLR STORES INC	COM	307000109	12314	342551	SH	SOLE
D FAMILY DLR STORES INC	COM	307000109	1812	50407	SH	DEFINED
D FEDDERS CORP	COM NEW	313135501	2878	504130	SH	SOLE
D FEDERAL HOME LN MTG CORP	COM	313400301	20064	339727	SH	SOLE
D FEDERAL HOME LN MTG CORP	COM	313400301	6888	116638	SH	DEFINED
D FEDERAL NATL MTG ASSN	COM	313586109	61227	823502	SH	SOLE
D FEDERAL NATL MTG ASSN	COM	313586109	16277	218926	SH	DEFINED
D FEDERAL SIGNAL CORP	COM	313855108	692	34900	SH	SOLE
D FEDERAL SIGNAL CORP	COM	313855108	58	2945	SH	DEFINED
D FEDERATED DEPT STORES INC	COM	31410H101	438	8113	SH	SOLE
D FEDERATED DEPT STORES INC	COM	31410H101	59	1109	SH	DEFINED
D FEDEX CORP	COM	31428X106	5495	73115	SH	SOLE
D FEDEX CORP	COM	31428X106	1966	26160	SH	DEFINED
D FELCOR LODGING TR INC	COM	31430F101	296	28500	SH	SOLE
D FIDELITY NATL FINL INC	COM	316326107	757	19125	SH	SOLE
D FIDELITY NATL FINL INC	COM	316326107	1361	34383	SH	DEFINED
D FIDELITY SOUTHN CORP NEW	COM	316394105	730	49144	SH	SOLE
D FIFTH THIRD BANCORP	COM	316773100	22121	399529	SH	SOLE
D FIFTH THIRD BANCORP	COM	316773100	6936	125269	SH	DEFINED
D FIRST ALBANY COS INC	COM	318465101	196	14100	SH	SOLE
D FIRST AMERN CORP CALIF	COM	318522307	159	5236	SH	SOLE
D FIRST AMERN CORP CALIF	COM	318522307	112	3700	SH	DEFINED
D FIRST CASH FINL SVCS INC	COM	31942D107	2701	80000	SH	SOLE
D FIRST CTZNS BANCSHARES INC	CL A	31946M103	419			if; margin-top: 6pt; margin-bo

§If the underlying return is 15%, investors will receive a 39.75% return, or \$13.975 per Trigger

§ If the underlying return is 30%, investors will receive a 79.50% return, or \$17.95 per Trigger PLUS.
Par Scenario. If the underlying return is zero or negative but the final level is equal to or greater than the trigger level, investors will receive an amount equal to the \$10 stated principal amount.

§ If the underlying return is -5%, investors will receive an amount equal to the \$10 stated principal amount.
Downside Scenario. If the underlying return is negative and the final level is less than the trigger level, investors will receive an amount that less than 65% of the \$10 stated principal amount, if anything, resulting in a loss of their initial investment that is proportionate to the underlying return.

§If the underlying return is -40%, investors would lose 40% of the stated principal amount and receive only \$6 per Trigger PLUS at maturity, or 60% of the stated principal amount. **There is no minimum payment at maturity on**

the Trigger PLUS and investors may lose all of their initial investment.

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Trigger PLUSSM due on or about November 3, 2022

\$2,905,110 Based on the Value of the EURO STOXX 50[®] Index

Principal at Risk Securities

Payment at Maturity

At maturity, investors will receive for each \$10 stated principal amount of Trigger PLUS that they hold an amount in cash based upon the underlying return of the underlying index on the valuation date, as determined as follows:

If the underlying return is positive:

\$10 + leveraged upside payment

If the underlying return is zero or negative and the final level is equal to or greater than the trigger level:

the Stated Principal Amount of \$10

If the underlying return is negative and the final level is less than the trigger level:

\$10 + (\$10 x Underlying Return)

Accordingly, if the final level is less than the trigger level, you will lose a percentage of your principal amount equal to the underlying return and, in extreme situations, you could lose all of your initial investment.

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Principal at Risk Securities

Risk Factors

The following is a non-exhaustive list of certain key risk factors for investors in the Trigger PLUS. For further discussion of these and other risks, you should read the section entitled “Risk Factors” in the accompanying product supplement and “Considerations Relating to Indexed Securities” in the accompanying prospectus. We also urge you to consult your investment, legal, tax, accounting and other advisors before you invest in the Trigger PLUS.

The Trigger PLUS do not pay interest or guarantee return of the stated principal amount and your investment in the Trigger PLUS may result in a loss. The terms of the Trigger PLUS differ from those of ordinary debt securities in that the Trigger PLUS do not pay interest or guarantee the return of any of the stated principal § amount at maturity. If the underlying return is negative and the final level is less than the trigger level, you will lose a percentage of your principal amount equal to the underlying return and, in extreme situations, you could lose all of your initial investment. **There is no minimum payment at maturity on the Trigger PLUS and, accordingly, you could lose a significant portion and, in extreme situations, all of your initial investment.**

The leverage factor applies only if you hold the Trigger PLUS to maturity. You should be willing to hold the Trigger PLUS to maturity. If you are able to sell the Trigger PLUS prior to maturity in the secondary market, the § price you receive will likely not reflect the full economic value of the leverage factor and the return you realize may be less than the leverage factor multiplied by the then-current underlying return even if such return is positive. You can receive the full benefit of the leverage factor from UBS only if you hold the Trigger PLUS to maturity.

The contingent repayment of principal at maturity applies only at maturity. You should be willing to hold the Trigger PLUS to maturity. If you are able to sell the Trigger PLUS prior to maturity in the secondary market, you may have to sell them at a loss relative to your initial investment even if the then-current level of the underlying index at that time is equal to or greater than the trigger level.

Credit risk of UBS. The Trigger PLUS are unsubordinated, unsecured debt obligations of the issuer, UBS, and are not, either directly or indirectly, an obligation of any third party. Any payment to be made on the Trigger PLUS, § including any repayment of principal, depends on the ability of UBS to satisfy its obligations as they come due. As a result, the actual and perceived creditworthiness of UBS may affect the market value of the Trigger PLUS and, in the event UBS were to default on its obligations, you may not receive any amounts owed to you under the terms of the Trigger PLUS, you could lose all of your initial investment.

Market risk. The return on the Trigger PLUS, which may be positive or negative, is directly linked to the performance of the underlying index and indirectly linked to the performance of the underlying equity constituents. § The level of the underlying index can rise or fall sharply due to factors specific to the underlying index or its underlying equity constituents, such as stock price volatility, earnings, financial conditions, corporate, industry and regulatory developments, management changes and decisions and other events, as well as general market factors, such as general stock and commodity market levels, interest rates and economic and political conditions.

Fair value considerations.

o **The issue price you pay for the Trigger PLUS exceeds their estimated initial value.** The issue price you pay for the Trigger PLUS exceeds their estimated initial value as of the pricing date due to the inclusion in the issue price of the underwriting discount, hedging costs, issuance costs and projected profits. As of the close of the relevant markets on the pricing date, we have determined the estimated initial value of the Trigger PLUS by reference to our internal pricing models and the estimated initial value of the Trigger PLUS is set forth in this pricing supplement. The pricing models used to determine the estimated initial value of the Trigger PLUS incorporate certain variables, including the level of the underlying index, the volatility of the underlying index, any dividends paid on the underlying equity constituents, prevailing interest rates, the term of the Trigger PLUS and our internal funding rate. Our internal funding rate is typically lower than the rate we would pay to issue conventional fixed or floating rate

debt securities of a similar term. The underwriting discount, hedging costs, issuance costs, projected profits and the difference in rates will reduce the economic value of the Trigger PLUS to you. Due to these factors, the estimated initial value of the Trigger PLUS as of the pricing date is less than the issue price you pay for the Trigger PLUS.

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\$2,905,110 Based on the Value of the EURO STOXX 50[®] Index

Principal at Risk Securities

The estimated initial value is a theoretical price; the actual price that you may be able to sell your Trigger PLUS in any secondary market (if any) at any time after the pricing date may differ from the estimated initial value. The value of your Trigger PLUS at any time will vary based on many factors, including the factors described above and in “—Market risk” above and is impossible to predict. Furthermore, the pricing models that we use are proprietary and rely in part on certain assumptions about future events, which may prove to be incorrect. As a result, after the pricing date, if you attempt to sell the Trigger PLUS in the secondary market, the actual value you would receive may differ, perhaps materially, from the estimated initial value of the Trigger PLUS determined by reference to our internal pricing models. The estimated initial value of the Trigger PLUS does not represent a minimum or maximum price at which we or any of our affiliates would be willing to purchase your Trigger PLUS in any secondary market at any time.

Our actual profits may be greater or less than the differential between the estimated initial value and the issue price of the Trigger PLUS as of the pricing date. We may determine the economic terms of the Trigger PLUS, as well as hedge our obligations, at least in part, prior to the pricing date. In addition, there may be ongoing costs to us to maintain and/or adjust any hedges and such hedges are often imperfect. Therefore, our actual profits (or potentially, losses) in issuing the Trigger PLUS cannot be determined as of the pricing date and any such differential between the estimated initial value and the issue price of the Trigger PLUS as of the pricing date does not reflect our actual profits. Ultimately, our actual profits will be known only at the maturity of the Trigger PLUS.

Limited or no secondary market and secondary market price considerations.

There may be little or no secondary market for the Trigger PLUS. The Trigger PLUS will not be listed or displayed on any securities exchange or any electronic communications network. UBS Securities LLC and its affiliates intend, but are not required, to make a market for the Trigger PLUS and may stop making a market at any time. If you are able to sell your Trigger PLUS prior to maturity, you may have to sell them at a substantial loss. Furthermore, there can be no assurance that a secondary market for the Trigger PLUS will develop. The estimated initial value of the Trigger PLUS does not represent a minimum or maximum price at which we or any of our affiliates would be willing to purchase your Trigger PLUS in any secondary market at any time.

The price at which UBS Securities LLC and its affiliates may offer to buy the Trigger PLUS in the secondary market (if any) may be greater than UBS’ valuation of the Trigger PLUS at that time, greater than any other secondary market prices provided by unaffiliated dealers (if any) and, depending on your broker, greater than the valuation provided on your customer account statements. For a limited period of time following the issuance of the Trigger PLUS, UBS Securities LLC or its affiliates may offer to buy or sell such Trigger PLUS at a price that exceeds (i) our valuation of the Trigger PLUS at that time based on our internal pricing models, (ii) any secondary market prices provided by unaffiliated dealers (if any) and (iii) depending on your broker, the valuation provided on customer account statements. The price that UBS Securities LLC may initially offer to buy such Trigger PLUS following issuance will exceed the valuations indicated by our internal pricing models due to the inclusion for a limited period of time of the aggregate value of the underwriting discount, hedging costs, issuance costs and theoretical projected trading profit. The portion of such amounts included in our price will decline to zero on a straight line basis over a period ending no later than the date specified under “Supplemental plan of distribution (conflicts of interest); secondary markets (if any).” Thereafter, if UBS Securities LLC or an affiliate makes secondary markets in the Trigger PLUS, it will do so at prices that reflect our estimated value determined by reference to our internal pricing models at that time. The temporary positive differential relative to our internal pricing models arises from requests from and arrangements made by UBS Securities LLC with the selling agents of structured debt securities such as the Trigger PLUS. As described above, UBS Securities LLC and its affiliates are not required to make a market for the Trigger PLUS and may stop making a market at any time. The price at which UBS Securities

LLC or an affiliate may make secondary markets at any time (if at all) will also reflect its then current bid-ask spread for similar sized trades of structured debt securities. UBS Securities LLC reflects this temporary positive differential on its customer statements. Investors should inquire as to the valuation provided on customer account statements provided by unaffiliated dealers.

Price of Trigger PLUS prior to maturity. The market price of the Trigger PLUS will be influenced by many unpredictable and interrelated factors, including the level of the underlying index; the volatility of the underlying index; any dividends paid on the underlying equity constituents; the time

Trigger PLUSSM due on or about November 3, 2022

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Principal at Risk Securities

remaining to the maturity of the Trigger PLUS; interest rates in the markets; geopolitical conditions and economic, financial, political, force majeure and regulatory or judicial events; the creditworthiness of UBS and the then current bid-ask spread for the Trigger PLUS.

Impact of fees and the use of internal funding rates rather than secondary market credit spreads on secondary market prices. All other things being equal, the use of the internal funding rates described above under “—Fair value considerations” as well as the inclusion in the issue price of the underwriting discount, hedging costs, issuance costs and any projected profits are, subject to the temporary mitigating effect of UBS Securities LLC’s and its affiliates’ market making premium, expected to reduce the price at which you may be able to sell the Trigger PLUS in any secondary market.

Owning the Trigger PLUS is not the same as owning the underlying equity constituents. The return on the Trigger PLUS may not reflect the return you would realize if you actually owned the underlying equity constituents. For example, you will not receive or be entitled to receive any dividend payments or other distributions during the term of the Trigger PLUS, and any such dividends or distributions will not be factored into the calculation of the payment at maturity on the Trigger PLUS. In addition, as an owner of the Trigger PLUS, you will not have voting rights or any other rights that a holder of the underlying equity constituents would have.

There can be no assurance that the investment view implicit in the Trigger PLUS will be successful. It is impossible to predict whether and the extent to which the level of the underlying index will rise or fall and there can be no assurance that the underlying return will be positive or that the final level will be equal to or greater than the trigger level. The final level (and therefore the underlying return) will be influenced by complex and interrelated political, economic, financial and other factors that affect the underlying constituent issuers. You should be willing to accept the risks associated with the relevant markets tracked by the underlying index in general and each underlying equity constituent in particular, and the risk of losing a significant portion or all of your initial investment.

There are non-U.S. securities markets risks associated with the underlying index. The underlying equity constituents are issued by non-U.S. companies and are traded on various non-U.S. exchanges. An investment in notes linked directly or indirectly to the value of securities issued by non-U.S. companies involves particular risks. Generally, non-U.S. securities markets may be more volatile than U.S. securities markets, and market developments may affect non-U.S. markets differently from U.S. securities markets. Direct or indirect government intervention to stabilize these non-U.S. markets, as well as cross shareholdings in non-U.S. companies, may affect trading prices and volumes in those markets. There is generally less publicly available information about non-U.S. companies than about those U.S. companies that are subject to the reporting requirements of the SEC, and non-U.S. companies are subject to accounting, auditing and financial reporting standards and requirements that differ from those applicable to U.S. reporting companies. Securities prices in non-U.S. countries are subject to political, economic, financial and social factors that may be unique to the particular country. These factors, which could negatively affect the non-U.S. securities markets, include the possibility of recent or future changes in the non-U.S. government’s economic and fiscal policies, the possible imposition of, or changes in, currency exchange laws or other non-U.S. laws or restrictions applicable to non-U.S. companies or investments in non-U.S. equity securities and the possibility of fluctuations in the rate of exchange between currencies. The United Kingdom has voted to leave the European Union (popularly known as “Brexit”). The effect of Brexit is uncertain, and Brexit has and may continue to contribute to volatility in the prices of securities of companies located in Europe and currency exchange rates, including the valuation of the euro and British pound in particular. Moreover, certain aspects of a particular non-U.S. economy may differ favorably or unfavorably from the U.S. economy in important respects, such as growth of gross national product, rate of inflation, capital reinvestment, resources and self-sufficiency.

The underlying index reflects price return, not total return. The return on the Trigger PLUS is based on the performance of the underlying index, which reflects the changes in the market prices of the underlying equity § constituents. It is not, however, linked to a “total return” index or strategy, which, in addition to reflecting those price returns, would also reflect any dividends paid on the underlying equity constituents. The return on the Trigger PLUS will not include such a total return feature or dividend component.

The underlying return will not be adjusted for changes in exchange rates relative to the U.S. dollar even though the underlying equity constituents are traded in a non-U.S. currency and the Trigger PLUS are § denominated in U.S. dollars. The value of the Trigger PLUS will not be adjusted for exchange rate fluctuations between the U.S. dollar and the currencies in which the underlying equity constituents are based. Therefore, if the applicable currencies appreciate or depreciate relative to the U.S. dollar over the term of the Trigger PLUS, you will not receive any additional payment or incur any reduction in your return, if any, at maturity.

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Principal at Risk Securities

Changes that affect the underlying index will affect the market value of your Trigger PLUS. The policies of the index sponsor, as specified under “Information about the underlying index” (the “index sponsor”), concerning additions, deletions and substitutions of the underlying equity constituents and the manner in which the index sponsor takes account of certain changes affecting those underlying equity constituents may adversely affect the § level of the underlying index. The policies of the index sponsor with respect to the calculation of the underlying index could also adversely affect the levels of the underlying index. The index sponsor may discontinue or suspend calculation or dissemination of the underlying index. Any such actions could have an adverse effect on the value of, and any amount payable on, the Trigger PLUS.

UBS cannot control actions by the index sponsor and the index sponsor has no obligation to consider your interests. UBS and its affiliates are not affiliated with the index sponsor and have no ability to control or predict the § index sponsor’s actions, including any errors in or discontinuation of public disclosure regarding methods or policies relating to the calculation of the underlying index. The index sponsor is not involved in the Trigger PLUS offering in any way and has no obligation to consider your interest as an owner of the Trigger PLUS in taking any actions that might affect the market value of, and any amount payable on, your Trigger PLUS.

Potential UBS impact on price. Trading or hedging transactions by UBS and/or its affiliates in the underlying equity constituents, listed and/or over-the-counter options, futures or other instruments with returns linked to the § performance of the underlying index or underlying equity constituents may adversely affect the level of the underlying index, the performance and, therefore, the market value of, and any amount payable on, the Trigger PLUS.

Potential conflict of interest. UBS and its affiliates may engage in business with the underlying constituent issuers of or trading activities related to the underlying index or any underlying equity constituents, which may present a conflict between the interests of UBS and you, as a holder of the Trigger PLUS. There are also potential conflicts of interest between you and the calculation agent, which will be an affiliate of UBS and which will make potentially subjective judgments. The calculation agent will determine the payment at maturity, if any, based on the observed closing level of the underlying index. The calculation agent can postpone the determination of the initial level or § final level of the underlying index (and therefore the original issue or maturity date, as applicable) if a market disruption event occurs and is continuing on the trade date or valuation date, respectively. As UBS determines the economic terms of the Trigger PLUS, including the leverage factor and trigger level, and such terms include the underwriting discount, hedging costs, issuance costs and projected profits, the Trigger PLUS represent a package of economic terms. There are other potential conflicts of interest insofar as an investor could potentially get better economic terms if that investor entered into exchange-traded and/or OTC derivatives or other instruments with third parties, assuming that such instruments were available and the investor had the ability to assemble and enter into such instruments.

Potentially inconsistent research, opinions or recommendations by UBS. UBS and its affiliates publish research from time to time on financial markets and other matters that may influence the value of the Trigger PLUS, or § express opinions or provide recommendations that are inconsistent with purchasing or holding the Trigger PLUS. Any research, opinions or recommendations expressed by UBS or its affiliates may not be consistent with each other and may be modified from time to time without notice. Investors should make their own independent investigation of the merits of investing in the Trigger PLUS and the underlying index.

The Trigger PLUS are not bank deposits. An investment in the Trigger PLUS carries risks which are very § different from the risk profile of a bank deposit placed with UBS or its affiliates. The Trigger PLUS have different yield and/or return, liquidity and risk profiles and would not benefit from any protection provided to deposits.

If UBS experiences financial difficulties, FINMA has the power to open restructuring or liquidation proceedings in respect of, and/or impose protective measures in relation to, UBS, which proceedings or measures may have a material adverse effect on the terms and market value of the Trigger PLUS and/or the ability of UBS to make payments thereunder. The Swiss Financial Market Supervisory Authority (“FINMA”) has broad statutory powers to take measures and actions in relation to UBS if (i) it concludes that there is justified concern that UBS is over-indebted or has serious liquidity problems or (ii) UBS fails to fulfil the applicable capital § adequacy requirements (whether on a standalone or consolidated basis) after expiry of a deadline set by FINMA. If one of these pre-requisites is met, FINMA is authorized to open restructuring proceedings or liquidation (bankruptcy) proceedings in respect of, and/or impose protective measures in relation to, UBS. The Swiss Banking Act grants significant discretion to FINMA in connection with the aforementioned proceedings and measures. In particular, a broad variety of protective measures may be imposed by FINMA, including a bank moratorium or a maturity postponement, which measures may be ordered by FINMA either on a stand-alone basis or in connection with restructuring or liquidation proceedings. The resolution regime of the

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Swiss Banking Act is further detailed in the FINMA Banking Insolvency Ordinance (“BIO-FINMA”). In a restructuring proceeding, FINMA, as resolution authority, is competent to approve the resolution plan. The resolution plan may, among other things, provide for (a) the transfer of all or a portion of UBS’s assets, debts, other liabilities and contracts (which may or may not include the contractual relationship between UBS and the holders of Trigger PLUS) to another entity, (b) a stay (for a maximum of two business days) on the termination of contracts to which UBS is a party, and/or the exercise of (w) rights to terminate, (x) netting rights, (y) rights to enforce or dispose of collateral or (z) rights to transfer claims, liabilities or collateral under contracts to which UBS is a party, (c) the conversion of UBS’s debt and/or other obligations, including its obligations under the Trigger PLUS, into equity (a “debt-to-equity” swap), and/or (d) the partial or full write-off of obligations owed by UBS (a “write-off”), including its obligations under the Trigger PLUS. The BIO-FINMA provides that a debt-to-equity swap and/or a write-off of debt and other obligations (including the Trigger PLUS) may only take place after (i) all debt instruments issued by UBS qualifying as additional tier 1 capital or tier 2 capital have been converted into equity or written-off, as applicable, and (ii) the existing equity of UBS has been fully cancelled. While the BIO-FINMA does not expressly address the order in which a write-off of debt instruments other than debt instruments qualifying as additional tier 1 capital or tier 2 capital should occur, it states that debt-to-equity swaps should occur in the following order: first, all subordinated claims not qualifying as regulatory capital; second, all other claims not excluded by law from a debt-to-equity swap (other than deposits); and third, deposits (in excess of the amount privileged by law). However, given the broad discretion granted to FINMA as the resolution authority, any restructuring plan in respect of UBS could provide that the claims under or in connection with the Trigger PLUS will be partially or fully converted into equity or written-off, while preserving other obligations of UBS that rank *pari passu* with, or even junior to, UBS’s obligations under the Trigger PLUS. Consequently, holders of Trigger PLUS may lose all or some of their investment in the Trigger PLUS. In the case of restructuring proceedings with respect to a systemically important Swiss bank (such as UBS), the creditors whose claims are affected by the restructuring plan will not have a right to vote on, reject, or seek the suspension of the restructuring plan. In addition, if a restructuring plan has been approved by FINMA, the rights of a creditor to seek judicial review of the restructuring plan (e.g., on the grounds that the plan would unduly prejudice the rights of holders of Trigger PLUS or otherwise be in violation of the Swiss Banking Act) are very limited. In particular, a court may not suspend the implementation of the restructuring plan. Furthermore, even if a creditor successfully challenges the restructuring plan, the court can only require the relevant creditor to be compensated *ex post* and there is currently no guidance as to on what basis such compensation would be calculated or how it would be funded.

Uncertain tax treatment. Significant aspects of the tax treatment of the Trigger PLUS are uncertain. You should §read carefully the section entitled “Tax considerations” herein and the section entitled “Supplemental U.S. Tax Considerations” in the accompanying product supplement and consult your tax advisor about your tax situation.

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Information about the underlying index

We have derived all information regarding the EURO STOXX 50[®] Index (“SX5E”) contained in this document, including without limitation, its make-up, method of calculation and changes in its components from publicly available information. Such information reflects the policies of, and is subject to change by STOXX Limited, (the “index sponsor” of SX5E). UBS has not conducted any independent review or due diligence of any publicly available information with respect to SX5E.

SX5E is published by STOXX Limited, but STOXX Limited has no obligation to continue to publish SX5E, and may discontinue publication of the SX5E at any time. SX5E is determined, comprised and calculated by STOXX Limited without regard to the securities.

As discussed more fully in the index supplement under the heading “Non-U.S. Indices — EURO STOXX[®] 50 Index”, SX5E covers 50 stocks of market sector leaders mainly from 11 Eurozone countries: Austria, Belgium, Finland, France, Germany, Ireland, Italy, Luxembourg, the Netherlands, Portugal and Spain. SX5E captures a selection of the largest stocks among the 19 EURO STOXX regional Supersector indices. The largest stocks within those indices are added to the selection list until coverage is approximately 60% of the free float market capitalization of the corresponding EURO STOXX Total Market Index (the “EURO STOXX TMI”) Supersector Index and from that selection list the 50 stocks are selected. The SX5E universe is defined as all components of the 19 EURO STOXX Regional Supersector indices. The EURO STOXX Supersector indices represent the Eurozone portion of the STOXX 600 Supersector indices, which contain the 600 largest stocks traded on the major exchanges of 18 European countries. Each component’s weight is capped at 10% of the SX5E’s total free-float market capitalization.

Information from outside sources is not incorporated by reference in, and should not be considered part of, this document or any accompanying prospectus.

Information as of market close on October 31, 2018:

Bloomberg Ticker Symbol:	SX5E
Current Index Value:	3,197.51
52 Weeks Ago (on October 31, 2017):	3,673.95
52 Week High (on November 1, 2017):	3,697.40
52 Week Low (on October 24, 2018):	3,130.33

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Historical Information

The following table sets forth the published high and low closing levels, as well as the end-of-quarter closing levels, of the underlying index for each quarter in the period from January 1, 2014 through October 31, 2018. The closing level of the underlying index on October 31, 2018 was 3,197.51. The graph below sets forth the daily closing levels of the underlying index for the period from January 1, 2008 through October 31, 2018. The dotted line represents the trigger level of 2,078.38, which is equal to 65% of the initial level. We obtained the information in the table below from Bloomberg Professional[®] service (“Bloomberg”), without independent verification. UBS has not undertaken an independent review or due diligence of any publicly available information obtained from Bloomberg. The historical closing levels of the underlying index should not be taken as an indication of future performance, and no assurance can be given as to the closing level of the underlying index on the valuation date.

EURO STOXX 50 [®] Index	High	Low	Period End
2014			
First Quarter	3,172.43	2,962.49	3,161.60
Second Quarter	3,314.80	3,091.52	3,228.24
Third Quarter	3,289.75	3,006.83	3,225.93
Fourth Quarter	3,277.38	2,874.65	3,146.43
2015			
First Quarter	3,731.35	3,007.91	3,697.38
Second Quarter	3,828.78	3,424.30	3,424.30
Third Quarter	3,686.58	3,019.34	3,100.67
Fourth Quarter	3,506.45	3,069.05	3,267.52
2016			
First Quarter	3,178.01	2,680.35	3,004.93
Second Quarter	3,151.69	2,697.44	2,864.74
Third Quarter	3,091.66	2,761.37	3,002.24
Fourth Quarter	3,290.52	2,954.53	3,290.52
2017			
First Quarter	3,500.93	3,230.68	3,500.93
Second Quarter	3,658.79	3,409.78	3,441.88
Third Quarter	3,594.85	3,388.22	3,594.85
Fourth Quarter	3,697.40	3,503.96	3,503.96
2018			
First Quarter	3,672.29	3,278.72	3,361.50
Second Quarter	3,592.18	3,340.35	3,395.60
Third Quarter	3,527.18	3,293.36	3,399.20
Fourth Quarter (through October 31, 2018)	3,414.16	3,130.33	3,197.51

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EURO STOXX 50[®] Index – Daily Closing Levels

From January 1, 2008 to October 31, 2018

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