

FURR RICHARD L
Form 4/A
November 23, 2004

FORM 4

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

OMB APPROVAL

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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 OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FURR RICHARD L

(Last) (First) (Middle)

111 CORCORAN STREET

(Street)

DURHAM, NC 27701

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SUNTRUST BANKS INC [STI]

3. Date of Earliest Transaction
(Month/Day/Year)
11/19/2004

4. If Amendment, Date Original Filed(Month/Day/Year)
11/23/2004

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 11/19/2004 | | M | 4,854 A \$ 20.63 | 70,915 | D | |
| Common Stock | 11/19/2004 | | F | 1,418 D \$ 70.6 | 69,497 | D | |
| Common Stock | 11/19/2004 | | M | 529 A \$ 26.32 | 70,026 | D | |
| Common Stock | 11/19/2004 | | F | 197 D \$ 70.6 | 69,829 | D | |
| Common Stock | 11/19/2004 | | M | 6,104 A \$ 32.76 | 75,933 | D | |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|--------------------------------|
| Common Stock | 11/19/2004 | F | 2,832 | D | \$ 70.6 | 73,101 | D | |
| Common Stock | 11/19/2004 | M | 3,250 | A | \$ 46.12 | 76,351 | D | |
| Common Stock | 11/19/2004 | F | 2,123 | D | \$ 70.6 | 74,228 | D | |
| Common Stock | 11/19/2004 | M | 2,001 | A | \$ 49.97 | 76,229 | D | |
| Common Stock | 11/19/2004 | F | 1,416 | D | \$ 70.6 | 74,813 | D | |
| Common Stock | | | | | | 12,304 | I | NCF 401(k) Plan ⁽¹⁾ |
| Common Stock | | | | | | 11,512 | I | Spouse |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option ⁽²⁾ | \$ 20.63 | 11/19/2004 | | M | 4,854 | 03/12/1997 | 03/12/2006 | Common Stock | 4,854 |
| Option ⁽²⁾ | \$ 26.32 | 11/19/2004 | | M | 529 | 03/31/1997 | 03/31/2007 | Common Stock | 529 |
| Option ⁽²⁾ | \$ 32.76 | 11/19/2004 | | M | 6,104 | 03/16/2002 | 03/16/2010 | Common Stock | 6,104 |
| Option ⁽²⁾ | \$ 46.12 | 11/19/2004 | | M | 3,250 | 03/17/1999 | 03/17/2008 | Common Stock | 3,250 |
| Option ⁽²⁾ | \$ 48.33 | | | | | 10/01/2004 | 01/14/2013 | | 2,069 |

| Option ⁽²⁾ | \$ 52.09 | | | 10/01/2004 | 01/15/2012 | Common Stock | 1,919 | | |
|------------------------------------|----------|------------|--|------------|------------|--------------|------------|--------------|--------|
| Option ⁽²⁾ | \$ 32.76 | | | 03/16/2001 | 03/16/2010 | Common Stock | 17,122 | | |
| Option ⁽²⁾ | \$ 35.58 | | | 08/01/2001 | 08/01/2010 | Common Stock | 8,351 | | |
| Option ⁽²⁾ | \$ 45.84 | | | 03/22/1999 | 03/22/2009 | Common Stock | 17,693 | | |
| Option ⁽²⁾ | \$ 46.12 | | | 03/05/1999 | 03/17/2008 | Common Stock | 14,443 | | |
| Option ⁽²⁾ | \$ 48.33 | | | 01/14/2004 | 01/14/2013 | Common Stock | 21,045 | | |
| Option ⁽²⁾ | \$ 52.09 | | | 01/15/2003 | 01/15/2012 | Common Stock | 17,893 | | |
| Option ⁽³⁾ | \$ 49.97 | 11/19/2004 | | M | 2,001 | 01/16/2004 | 01/16/2011 | Common Stock | 2,001 |
| Option ⁽³⁾ | \$ 31.93 | | | | | 07/05/2001 | 07/05/2010 | Common Stock | 49,530 |
| Option ⁽³⁾ | \$ 49.97 | | | | | 01/16/2002 | 01/16/2011 | Common Stock | 16,622 |
| Option ⁽⁴⁾ | \$ 56.17 | | | | | 10/01/2004 | 01/21/2014 | Common Stock | 20,456 |
| Option ⁽⁵⁾ | \$ 71.24 | | | | | 10/01/2007 | 10/01/2014 | Common Stock | 18,000 |
| Phantom Stock Units ⁽⁶⁾ | | | | | | <u>(6)</u> | <u>(6)</u> | Common Stock | 6,062 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FURR RICHARD L 111 CORCORAN STREET DURHAM, NC 27701 | | | Executive Vice President | |

Signatures

Margaret U. Hodgson, Attorney-in-Fact for Richard L. Furr 11/23/2004

 **Signature of Reporting Person

 Date

Explanation of Responses:

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

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Acquired under the National Commerce Financial Corporation Investment Plan, which will be frozen on 12/31/04.
- (2) Granted pursuant to the National Commerce Financial Corporation Amended and Restated Long-Term Incentive Plan.
- (3) Granted pursuant to the National Commerce Financial Corporation 1994 Stock Plan, Amended and Restated.
- (4) Granted pursuant to the National Commerce Financial Corporation 2003 Stock and Incentive Plan.
- (5) Granted pursuant to SunTrust Banks, Inc.'s 2004 Stock Plan.
- (6) Acquired under the National Commerce Financial Corporation Equity Investment Plan, which will be frozen on 12/31/04. These securities convert to common stock on a one-for-one basis.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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