

SUNTRUST BANKS INC
 Form 4
 December 21, 2004

FORM 4

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

OMB APPROVAL

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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 *
GARROTT THOMAS M

(Last) (First) (Middle)

ONE COMMERCE SQUARE, FOURTH FLOOR

(Street)

MEMPHIS, TN 38150

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/20/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 12/20/2004 | | G | V 902,682 D 11 0 | | D | |
| Common Stock | | | | | 51,548 | I | NCF 401(k) Plan ⁽²⁾ |
| Common Stock | | | | | 21,291 | I | Investment I, LP |
| Common Stock | | | | | 134,582 | I | Investment II, LP |
| Common Stock | | | | | 99,007 | I | Children ⁽³⁾ |

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Common Stock 12/20/2004 G V 897,882 A (1) 897,882 I Trust (4)

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. Fair Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (5) | \$ 48.33 | | | | | 10/01/2004 | 01/14/2013 | Common Stock | 2,069 |
| Option (5) | \$ 52.09 | | | | | 10/01/2004 | 01/15/2012 | Common Stock | 1,919 |
| Option (5) | \$ 48.33 | | | | | 01/14/2004 | 01/14/2013 | Common Stock | 120,418 |
| Option (5) | \$ 52.09 | | | | | 01/15/2003 | 01/15/2012 | Common Stock | 120,568 |
| Option (6) | \$ 49.97 | | | | | 01/16/2002 | 01/16/2011 | Common Stock | 59,089 |
| Option (7) | \$ 56.17 | | | | | 10/01/2004 | 01/21/2014 | Common Stock | 122,488 |
| Phantom Stock Units (8) | (8) | | | | | (8) | (8) | Common Stock | 28,467 |
| Phantom Stock Units (9) | (9) | | | | | (9) | (9) | Common Stock | 21,306 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GARROTT THOMAS M ONE COMMERCE SQUARE FOURTH FLOOR MEMPHIS, TN 38150 | X | | | |

Signatures

| | |
|--|------------|
| Margaret U. Hodgson, Attorney-in-Fact for Thomas M. Garrott, III | 12/21/2004 |
| **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) This transaction is a gift.
- (2) Acquired under the National Commerce Financial Corporation Investment Plan, which will be frozen 12/31/04.
- (3) Held in trust for children.
- (4) Thomas M. Garrott 2003 Trust with respect to which the Reporting Person is the grantor and a beneficiary.
- (5) Granted pursuant to the National Commerce Financial Corporation Amended and Restated Long-Term Incentive Plan.
- (6) Granted pursuant to the National Commerce Financial Corporation 1994 Stock Plan Amended and Restated.
- (7) Granted pursuant to the National Commerce Financial Corporation 2003 Stock and Incentive Plan.
- (8) Acquired under the National Commerce Financial Corporation Equity Investment Plan, which will be frozen 12/31/04. These securities convert to common stock on a one-for-one basis.
- (9) Acquired under the National Commerce Financial Corporation Balser Plan, which is a frozen plan. These securities convert to common stock on a one-for-one basis. Payouts occur annually in January, ending in 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.