

SUNTRUST BANKS INC
 Form 4
 December 30, 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 *
 HUMANN L PHILLIP

(Last) (First) (Middle)
 303 PEACHTREE ST.
 (Street)

ATLANTA, GA 30308

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/29/2004

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)
 Chairman, President & CEO

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 | (A) or (D) | Price |
| Common Stock | 12/29/2004 | | M | | 3,300 | A | \$ 30.25 |
| Common Stock | | | | | 150,000 | I | Limited Partnership ⁽¹⁾ |
| Common Stock | | | | | 22,802 | I | Trust ⁽²⁾ |
| Common Stock | | | | | 28,005.37 | I | 401(k) ⁽³⁾ |
| Common Stock | | | | | 33,200 | I | Spouse |

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Common Stock 186,630 I Restricted Stock ⁽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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Phantom Stock Units ⁽⁵⁾ | ⁽⁵⁾ | | | | | ⁽⁵⁾ ⁽⁵⁾ | Common Stock 8,785,000 |
| Phantom Stock Units ⁽⁶⁾ | ⁽⁶⁾ | | | | | ⁽⁶⁾ ⁽⁶⁾ | Common Stock 140,000 |
| Option ⁽⁷⁾ | \$ 30.25 | 12/29/2004 | | M | 3,300 | 08/08/1995 08/07/2005 | Common Stock 3,300 |
| Option ⁽⁸⁾ | \$ 73.0625 | | | | | 11/09/2002 11/09/2009 | Common Stock 75,000 |
| Option ⁽⁹⁾ | \$ 51.125 | | | | | 11/14/2003 11/14/2010 | Common Stock 150,000 |
| Option ⁽⁹⁾ | \$ 64.57 | | | | | 11/13/2004 11/13/2011 | Common Stock 150,000 |
| Option ⁽⁹⁾ | \$ 54.28 | | | | | 02/11/2006 02/11/2013 | Common Stock 150,000 |
| Option ⁽⁹⁾ | \$ 73.19 | | | | | 02/10/2007 02/10/2014 | Common Stock 150,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

