

SUNTRUST BANKS INC
 Form 4
 November 18, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
HOEPNER THEODORE J JR

(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)
 11/16/2004

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)
 Vice Chairman

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 | 11/16/2004 | | M | 6,600 A \$ 30.25 | 51,203 | D | |
| Common Stock | 11/16/2004 | | F | 2,754 D \$ 72.48 | 48,449 | D | |
| Common Stock | | | | | 15,341 | I | Spouse |
| Common Stock | | | | | 21,947.293 | I | 401(k) ⁽¹⁾ |
| Common Stock | | | | | 74,420 | I | Restricted Stock ⁽²⁾ |

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| | | | |
|--------------|-------|---|----------------------|
| Common Stock | 3,840 | I | Trust ⁽³⁾ |
| Common Stock | 9,700 | I | Trust ⁽⁴⁾ |

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

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SEC 1474
(9-02)

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 12,266.36 |
| Phantom Stock Units ⁽⁶⁾ | ⁽⁶⁾ | | | | | ⁽⁶⁾ ⁽⁶⁾ | Common Stock 72,000 |
| Option ⁽⁷⁾ | \$ 30.25 | 11/16/2004 | | M | 6,600 | 08/08/1995 08/07/2005 | Common Stock 6,600 |
| Option ⁽⁸⁾ | \$ 73.0625 | | | | | 11/09/2002 11/09/2009 | Common Stock 15,000 |
| Option ⁽⁹⁾ | \$ 51.125 | | | | | 11/14/2003 11/14/2010 | Common Stock 50,000 |
| Option ⁽⁹⁾ | \$ 64.57 | | | | | 11/13/2004 11/13/2011 | Common Stock 100,000 |
| Option ⁽⁹⁾ | \$ 54.28 | | | | | 02/11/2006 02/11/2013 | Common Stock 100,000 |
| Option ⁽⁹⁾ | \$ 73.19 | | | | | 02/10/2007 02/10/2014 | Common Stock 100,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| HOEPNER THEODORE J JR 303 PEACHTREE ST. ATLANTA, GA 30308 | | | Vice Chairman | |

Signatures

Margaret U. Hodgson, Attorney-in-Fact for Theodore J. Hoepner

 **Signature of Reporting Person
 11/18/2004
 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).
 Because the stock fund component of the 401(k) Plan is accounted for in unit accounting, the number of share equivalents varies based on the closing price of SunTrust stock on the applicable measurement date. Includes additional shares acquired since the reporting person's last filing.
 - (1) Restricted stock held under 1986 SunTrust Executive Stock Plan, 1995 SunTrust Executive Stock Plan and SunTrust Banks, Inc. 2000 Stock Plan. Subject to certain vesting conditions. Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. All plans are exempt under Rule 16(b)-3.
 - (2) Hoepner Children's Trust.
 - (3) John & Lenore Hoepner Trust.
 - (4) The reported phantom stock units were acquired under SunTrust Banks, Inc.'s 401(k) excess benefit plan. These securities convert to common stock on a one-for-one basis. Includes additional shares acquired since reporting person's last filing.
 - (5) Granted in exchange for restricted stock. Will be paid out on various dates. These securities convert to common stock on a one-for-one basis.
 - (6) The option becomes exercisable in 10% increments over 10 years or in the event of death, disability or change of control. This option was granted pursuant to the 1995 SunTrust Executive Stock Plan.
 - (7) Granted pursuant to the 1995 SunTrust Executive Stock Plan.
 - (8) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
 - (9)

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.