

FURR RICHARD L
Form 4
February 23, 2005

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)
02/22/2005

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

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 Indirect Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					74,813	D	
Common Stock	02/22/2005		S	12,783 D	\$ 70.92 0	I	NCF 401(k) Plan ⁽¹⁾
Common Stock					11,512	I	Spouse
Common Stock					17,544	I	401(k) ⁽²⁾

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

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(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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
<u>Option (3)</u>	\$ 26.32					03/31/1997	03/31/2007	Common Stock	17,164
<u>Option (3)</u>	\$ 48.33					10/01/2004	01/14/2013	Common Stock	2,069
<u>Option (3)</u>	\$ 52.09					10/01/2004	01/15/2012	Common Stock	1,919
<u>Option (3)</u>	\$ 32.76					03/16/2001	03/16/2010	Common Stock	17,123
<u>Option (3)</u>	\$ 35.58					08/01/2001	08/01/2010	Common Stock	8,351
<u>Option (3)</u>	\$ 45.84					03/22/1999	03/22/2009	Common Stock	17,693
<u>Option (3)</u>	\$ 46.12					03/05/1999	03/17/2008	Common Stock	14,443
<u>Option (3)</u>	\$ 48.33					01/14/2004	01/14/2013	Common Stock	21,045
<u>Option (3)</u>	\$ 52.09					01/15/2003	01/15/2012	Common Stock	17,893
<u>Option (4)</u>	\$ 31.93					07/05/2001	07/05/2010	Common Stock	49,530
<u>Option (4)</u>	\$ 49.97					01/16/2002	01/16/2011	Common Stock	16,622
<u>Option (5)</u>	\$ 56.17					10/01/2004	01/21/2014	Common Stock	20,456

Option (6)	\$ 71.24	10/01/2007	10/01/2014	Common Stock	18,000
Option (6)	\$ 70.6	11/19/2005	03/16/2010	Common Stock	2,832

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

Raymond D. Fortin, Attorney-in-Fact for Richard L. Furr 02/23/2005

__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 (the "Plan"), which was frozen on 12/31/04. Intra-plan transfer out of a SunTrust stock fund maintained under the Plan into other diversified funds under the Plan.
- (2) Because the stock fund component of the 401(k) 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.
- (3) Granted pursuant to the National Commerce Financial Corporation Amended and Restated Long-Term Incentive Plan.
- (4) Granted pursuant to the National Commerce Financial Corporation 1994 Stock Plan, Amended and Restated.
- (5) Granted pursuant to the National Commerce Financial Corporation 2003 Stock and Incentive Plan.
- (6) Granted pursuant to SunTrust Banks, Inc.'s 2004 Stock Plan.

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.