Farnsworth Thomas C Jr Form 4 November 12, 2004

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

10% Owner

Other (specify

Spouse

(9-02)

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

Stock

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(State)

Farnsworth Thomas C Jr

2. Issuer Name and Ticker or Trading

Symbol

SUNTRUST BANKS INC [STI]

3. Date of Earliest Transaction

(Month/Day/Year)

5335 DISTRIPLEX FARMS DRIVE 11/10/2004

(Middle)

(Zip)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

below) 6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Applicable Line)

X_ Director

Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

MEMPHIS, TN 38141

(,)	()	Table	: 1 - Non-De	erivative Securities Ac	quirea, Disposea	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
			Code V	(A) or Amount (D) Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock					512,947	D	
Common					2.17	T	C

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) Disposed of (I (Instr. 3, 4, an 5)	Expiration (Month/Da or	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (I	Date Exercisable	Expiration Date	Title	Amount Number Shares	
Option (1)	\$ 49.34					04/25/20	01 04/25/2011	Common Stock	1,773	
Option (1)	\$ 56.11					04/24/20	02 04/24/2012	Common Stock	1,473	
Option (1)	\$ 40.99					04/23/20	03 04/23/2013	Common Stock	2,489	
Option (2)	\$ 67.64					08/18/20	04/25/2011	Common Stock	431	
Phantom Stock Units (3)	<u>(3)</u>					(3)	(3)	Common Stock	3,589	
Phantom Stock Units (4)	<u>(4)</u>	11/10/2004		A	20.9351	<u>(4)</u>	<u>(4)</u>	Common Stock	20.935	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Farnsworth Thomas C Jr 5335 DISTRIPLEX FARMS DRIVE MEMPHIS, TN 38141	X					

Signatures

Raymond D. Fortin, Attorney-in-Fact for Thomas C. Farnsworth, Jr.

11/12/2004

**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) Granted pursuant to the National Commerce Financial Corporation Amended and Restated Long-Term Incentive Plan.
- (2) Granted pursuant to the National Commerce Financial Corporation 2003 Stock and Incentive Plan.
- (3) Granted pursuant to National Commerce Financial Corporation's Director Fee Deferral Plan. Converts to SunTrust stock on a one-for-one basis. Payouts occur annually in January, ending in 2006.

(4)

Reporting Owners 2

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Acquired under the SunTrust Banks, Inc. Directors Deferred Compensation Plan and are to be settled upon the reporting person's retirement. Directors fees are deferred into this plan and are accounted for as if invested in SunTrust common stock. 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. 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.