

WELLS JAMES M III
 Form 4
 May 17, 2005

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 *
WELLS JAMES M III

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 303 PEACHTREE STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/13/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President & COO

ATLANTA, GA 30308

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	05/13/2005		M		34,470	A	\$ 28.19
Common Stock	05/13/2005		S		700	D	\$ 71.61
Common Stock	05/13/2005		S		100	D	\$ 71.62
Common Stock	05/13/2005		S		200	D	\$ 71.63
Common Stock	05/13/2005		S		2,300	D	\$ 71.64

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Common Stock	05/13/2005	S	300	D	\$ 71.65	151,070	D
Common Stock	05/13/2005	S	200	D	\$ 71.67	150,870	D
Common Stock	05/13/2005	S	200	D	\$ 71.7	150,670	D
Common Stock	05/13/2005	S	1,600	D	\$ 71.71	149,070	D
Common Stock	05/13/2005	S	1,000	D	\$ 71.72	148,070	D
Common Stock	05/13/2005	S	400	D	\$ 71.73	147,670	D
Common Stock	05/13/2005	S	100	D	\$ 71.75	147,570	D
Common Stock	05/13/2005	S	1,100	D	\$ 71.76	146,470	D
Common Stock	05/13/2005	S	2,300	D	\$ 71.77	144,170	D
Common Stock	05/13/2005	S	1,100	D	\$ 71.78	143,070	D
Common Stock	05/13/2005	S	1,900	D	\$ 71.79	141,170	D
Common Stock	05/13/2005	S	1,900	D	\$ 71.8	139,270	D
Common Stock	05/13/2005	S	100	D	\$ 71.81	139,170	D
Common Stock	05/13/2005	S	700	D	\$ 71.82	138,470	D
Common Stock	05/13/2005	S	300	D	\$ 71.83	138,170	D
Common Stock	05/13/2005	S	100	D	\$ 71.88	138,070	D
Common Stock	05/13/2005	S	500	D	\$ 71.89	137,570	D
Common Stock	05/13/2005	S	2,600	D	\$ 71.92	134,970	D
Common Stock	05/13/2005	S	200	D	\$ 71.93	134,770	D
Common Stock	05/13/2005	S	200	D	\$ 71.94	134,570	D
	05/13/2005	S	1,100	D		133,470	D

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Common Stock						\$ 71.95			
Common Stock	05/13/2005		S	400	D	\$ 71.98	133,070	D	
Common Stock							12,267	I	Spouse
Common Stock							831.945	I	401(k) ⁽¹⁾
Common Stock							4,420	I	Restricted Stock ⁽²⁾

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 ⁽³⁾	<u>(3)</u>					<u>(3)</u>	<u>(3)</u>	Common Stock	1,740.00
Option	\$ 28.19	05/13/2005		M	34,470	01/25/1997	01/25/2006	Common Stock	34,470
Option	\$ 37.28					01/23/1998	01/23/2007	Common Stock	2,682
Option	\$ 37.27					01/23/1998	01/23/2007	Common Stock	27,550
Option	\$ 38.28					02/24/1998	02/24/2007	Common Stock	10,170
Option	\$ 54.39					07/20/1998	01/22/2008	Common Stock	1,838
Option	\$ 54.39					07/20/1998	01/22/2008	Common Stock	26,290

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16(b)-3.

- (3) 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.
- (4) Granted pursuant to the 1995 SunTrust Executive Stock Plan.
- (5) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (6) Granted pursuant to the SunTrust Banks, Inc. 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.