

FRANSWORTH THOMAS C JR
Form 4
October 27, 2004

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 *
FRANSWORTH THOMAS C JR

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)
5335 DISTRIPLEX FARMS DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/26/2004

Director 10% Owner
 Officer (give title below) Other (specify below)

MEMPHIS, TN 38141

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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	512,947	D	
Common Stock				(A) or (D) Price	247	I	Spouse

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)

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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. 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)		Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title		
Option ⁽¹⁾	\$ 49.34					04/25/2001 04/25/2011	Common Stock		1,773
Option ⁽¹⁾	\$ 56.11					04/24/2002 04/24/2012	Common Stock		1,473
Option ⁽¹⁾	\$ 40.99					04/23/2003 04/23/2013	Common Stock		2,489
Option ⁽²⁾	\$ 67.64					08/18/2004 04/25/2011	Common Stock		431
Phantom Stock Units ⁽³⁾						<u>(3)</u> <u>(3)</u>	Common Stock		3,389
Phantom Stock Units ⁽⁴⁾		10/26/2004		A	21.777	<u>(4)</u> <u>(4)</u>	Common Stock		21.777

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRANSWORTH THOMAS C JR 5335 DISTRIplex FARMS DRIVE MEMPHIS, TN 38141	X			

Signatures

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

10/27/2004

 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)

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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) 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.