

SUNTRUST BANKS INC  
 Form 4  
 December 16, 2004

**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 \*  
 CLAY JOHN W 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)  
 12/07/2004

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) |   |  |                                   |
| Common Stock                    | 12/07/2004                           |  | G                              | V | 890   | D          | 14,688  | D  |                                   |
| Common Stock                    | 12/08/2004                           |  | G                              | V | 500   | D          | 14,188  | D  |                                   |
| Common Stock                    |                                      |  |                                |   |   |            | 8,738   | I  | Spouse                            |
| Common Stock                    |                                      |  |                                |   |   |            | 5,300   | I  | Spouse's Trust <sup>(2)</sup>     |
| Common Stock                    |                                      |  |                                |   |   |            | 1,285   | I  | Spouse's Trust <sup>(3)</sup>     |

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|              |            |  |   |   |     |           |            |                             |   |                                  |
|--------------|------------|--|---|---|-----|-----------|------------|-----------------------------|---|----------------------------------|
| Common Stock |            |  |   |   |     | 8,959.445 | I          | 401(k) <sup>(4)</sup>       |   |                                  |
| Common Stock |            |  |   |   |     | 3,592.532 | I          | Family Trust <sup>(5)</sup> |   |                                  |
| Common Stock | 12/07/2004 |  | G | V | 250 | A         | <u>(1)</u> | 1,069.38                    | I | Family Trust <sup>(6)</sup>      |
| Common Stock | 12/07/2004 |  | G | V | 250 | A         | <u>(1)</u> | 703.841                     | I | Family Trust <sup>(7)</sup>      |
| Common Stock | 12/07/2004 |  | G | V | 250 | A         | <u>(1)</u> | 650                         | I | Family Trust <sup>(8)</sup>      |
| Common Stock |            |  |   |   |     |           |            | 5,920                       | I | Unitrust <sup>(9)</sup>          |
| Common Stock |            |  |   |   |     |           |            | 42,420                      | I | Restricted Stock <sup>(10)</sup> |

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 | 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 <sup>(11)</sup>        | <u>(11)</u>  |                                      |  |                     |   | <u>(11)</u>  | <u>(11)</u>   | Common Stock | 6,206.9956                 |
| Phantom Stock Units <sup>(12)</sup>        | <u>(12)</u>  |                                      |  |                     |   | <u>(12)</u>  | <u>(12)</u>   | Common Stock | 40,000                     |
| Option <sup>(13)</sup>                     | \$ 30.25   |                                      |  |                     |   | 08/08/1995   | 08/07/2005  | Common Stock | 14,500                     |
|  | \$ 73.0625   |                                      |  |                     |   | 11/09/2002   | 11/09/2009  |              | 15,000                     |



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- (13) This 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.
- (14) Granted pursuant to the 1995 SunTrust Executive Stock Plan.
- (15) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.

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