

ROGERS WILLIAM H JR
Form 4
January 03, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
ROGERS WILLIAM H 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)
303 PEACHTREE ST.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/30/2004

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Executive Vice President

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 (D) Price | | | |
| Common Stock | 12/30/2004 | | M | 2,000 A \$ 33.1875 | 2,000 | D | |
| Common Stock | | | | | 5,570.36 | I | 401(k) ⁽¹⁾ |
| Common Stock | | | | | 60 | I | Custodian Account ⁽²⁾ |
| Common Stock | | | | | 37,760 | I | Restricted Stock ⁽³⁾ |

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

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

SEC 1474
(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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock Units ⁽⁴⁾ | ⁽⁴⁾ | | | | | | | ⁽⁴⁾ | ⁽⁴⁾ | Common Stock | 228,202 |
| Phantom Stock Units ⁽⁵⁾ | ⁽⁵⁾ | | | | | | | ⁽⁵⁾ | ⁽⁵⁾ | Common Stock | 16,000 |
| Option ⁽⁶⁾ | \$ 33.1875 | 12/30/2004 | | M | | 2,000 | | 01/01/1996 | 11/13/2005 | Common Stock | 2,000 |
| Option ⁽⁶⁾ | \$ 73.0625 | | | | | | | 11/09/2002 | 11/09/2009 | Common Stock | 1,365 |
| Option ⁽⁶⁾ | \$ 73.0625 | | | | | | | 11/09/2002 | 11/09/2009 | Common Stock | 4,635 |
| Option ⁽⁷⁾ | \$ 51.125 | | | | | | | 11/14/2003 | 11/14/2010 | Common Stock | 10,000 |
| Option ⁽⁷⁾ | \$ 64.57 | | | | | | | 11/13/2004 | 11/13/2011 | Common Stock | 15,000 |
| Option ⁽⁷⁾ | \$ 54.28 | | | | | | | 02/11/2006 | 02/11/2013 | Common Stock | 15,000 |
| Option ⁽⁷⁾ | \$ 73.19 | | | | | | | 02/10/2007 | 02/10/2014 | Common Stock | 18,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Executive Vice President

ROGERS WILLIAM H JR
303 PEACHTREE ST.
ATLANTA, GA 30308

Signatures

Kimberly N. Rhodes, Attorney-in-Fact for William H.
Rogers, Jr.

01/03/2005

__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) Because the stock fund component of the 401(k) Plan 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.
- (2) Held as Custodian for daughter, Heather Christian Rogers, and son, David Henry Rogers.
Restricted stock held under 1986 SunTrust Executive Stock Plan, 1995 SunTrust Executive Stock Plan and SunTrust Banks, Inc. 2000
- (3) Stock Plan. Subject to certain vesting conditions. Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. All plans are exempt under Rule 16(b)-3.
- (4) 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.
- (5) Granted in exchange for restricted stock. Will be paid out on various dates. These securities convert to common stock on a one-for-one basis.
- (6) Granted pursuant to the 1995 SunTrust Executive Stock Plan.
- (7) Granted pursuant to the SunTrust Banks, Inc. 2000 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.