

SUNTRUST BANKS INC  
Form 8-K  
May 20, 2004  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 20, 2004 (May 7, 2004)

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SunTrust Banks, Inc.

(Exact Name of Registrant as Specified in Charter)

Georgia (State or Other Jurisdiction of Incorporation)	001-08918 (Commission File Number)	58-1575035 (IRS Employer Identification No.)
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303 Peachtree Street, N.E. Atlanta, Georgia (Address of Principal Executive Offices)	30308 (Zip Code)
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Registrant's telephone number, including area code 404-588-7165

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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ITEM 5. Other Events and Regulation FD Disclosure.

On May 7, 2004, SunTrust Banks, Inc. ("SunTrust") and National Commerce Financial Corporation ("NCF") entered into a definitive merger agreement. A copy of the definitive merger agreement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

ITEM 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits

Exhibit Reference Number	Exhibit Description
99.1	Agreement and Plan of Merger, dated May 7, 2004, entered into by SunTrust and NCF

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**SUNTRUST BANKS, INC.**

Date: May 20, 2004

By: /s/ Raymond D. Fortin  
Name: Raymond D. Fortin  
Title: Senior Vice President

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EXHIBIT INDEX

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