

SUNTRUST BANKS INC
 Form 4
 December 30, 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 *
HUMANN L PHILLIP

(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)
 12/29/2004

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)
 Chairman, President & CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/29/2004		M		3,300	A	\$ 30.25
Common Stock					150,000	I	Limited Partnership ⁽¹⁾
Common Stock					22,802	I	Trust ⁽²⁾
Common Stock					28,005.37	I	401(k) ⁽³⁾
Common Stock					33,200	I	Spouse

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Common Stock 186,630 I Restricted Stock ⁽⁴⁾

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 ⁽⁵⁾	⁽⁵⁾					⁽⁵⁾	⁽⁵⁾	Common Stock	8,785,000
Phantom Stock Units ⁽⁶⁾	⁽⁶⁾					⁽⁶⁾	⁽⁶⁾	Common Stock	140,000
Option ⁽⁷⁾	\$ 30.25	12/29/2004		M	3,300	08/08/1995	08/07/2005	Common Stock	3,300
Option ⁽⁸⁾	\$ 73.0625					11/09/2002	11/09/2009	Common Stock	75,000
Option ⁽⁹⁾	\$ 51.125					11/14/2003	11/14/2010	Common Stock	150,000
Option ⁽⁹⁾	\$ 64.57					11/13/2004	11/13/2011	Common Stock	150,000
Option ⁽⁹⁾	\$ 54.28					02/11/2006	02/11/2013	Common Stock	150,000
Option ⁽⁹⁾	\$ 73.19					02/10/2007	02/10/2014	Common Stock	150,000

Reporting Owners

Reporting Owner Name / Address

Relationships

