

Panther Thomas E
Form 3
October 15, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Panther Thomas E | | (Month/Day/Year) | SUNTRUST BANKS INC [STI] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 10/12/2004 | | |
| 303 PEACHTREE STREET | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | (give title below) (specify below) | |
| | | | Sr. VP & Interim Controller | |
| ATLANTA, GA 30308 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock ⁽¹⁾ | 318.7152 | I | 401(k) ⁽²⁾ |
| Common Stock | 550 | I | Restricted Stock ⁽³⁾ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|------------------------------------|------------------|------------------|--------------|----------------------------|-------------------|---------------------------------------|---|
| Phantom Stock Units ⁽⁴⁾ | Â ⁽⁴⁾ | Â ⁽⁴⁾ | Common Stock | 0.0092 | \$ ⁽⁴⁾ | D | Â |
| Option ⁽⁵⁾ | 11/14/2003 | 11/14/2010 | Common Stock | 3,500 | \$ 51.125 | D | Â |
| Option ⁽⁵⁾ | 11/13/2004 | 11/13/2011 | Common Stock | 2,000 | \$ 64.57 | D | Â |
| Option ⁽⁵⁾ | 02/11/2006 | 02/11/2013 | Common Stock | 2,400 | \$ 54.28 | D | Â |
| Option ⁽⁵⁾ | 02/10/2007 | 02/10/2014 | Common Stock | 3,000 | \$ 73.19 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Panther Thomas E 303 PEACHTREE STREET ATLANTA, GA 30308 | Â | Â | Â Sr. VP & Interim Controller | Â |

Signatures

Thomas E.
Panther

10/15/2004

^(u)Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Exhibit List - Exhibit 24 - Power of Attorney

(2) 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.

(3) Restricted stock held under the SunTrust Banks, Inc. 2000 Stock Plan, which is subject to certain vesting conditions. The restricted stock agreement contains tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. The plan is exempt under Rule 16(b)-3.

(4) The 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 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.

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