

SUNTRUST BANKS INC
 Form 3
 December 17, 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 Dierker David F | | (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) |
| 303 PEACHTREE STREET | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| ATLANTA, GA 30308 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | Sr.Exec.VP & Chief Admn. Off. | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

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⁾ | 447.817 | I | 401(k) ⁽²⁾ |
| Common Stock | 4,770 | 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 | 243.768 | \$ ⁽⁴⁾ | D | Â |
| Option ⁽⁵⁾ | 11/18/1997 | 11/18/2006 | Common Stock | 7,680 | \$ 33.66 | D | Â |
| Option ⁽⁵⁾ | 01/23/1998 | 01/23/2007 | Common Stock | 1,536 | \$ 37.28 | D | Â |
| Option ⁽⁵⁾ | 01/22/1999 | 01/22/2008 | Common Stock | 785 | \$ 54.4 | D | Â |
| Option ⁽⁵⁾ | 01/22/1999 | 01/22/2008 | Common Stock | 1,231 | \$ 54.39 | D | Â |
| Option ⁽⁶⁾ | 12/31/2000 | 02/09/2009 | Common Stock | 1,000 | \$ 65.1875 | D | Â |
| Option ⁽⁶⁾ | 11/09/2002 | 11/09/2009 | Common Stock | 1,900 | \$ 73.0625 | D | Â |
| Option ⁽⁷⁾ | 11/14/2003 | 11/14/2010 | Common Stock | 4,000 | \$ 51.125 | D | Â |
| Option ⁽⁷⁾ | 11/13/2004 | 11/13/2011 | Common Stock | 3,500 | \$ 64.57 | D | Â |
| Option ⁽⁷⁾ | 02/11/2006 | 02/11/2013 | Common Stock | 10,000 | \$ 54.28 | D | Â |
| Option ⁽⁷⁾ | 02/10/2007 | 02/10/2014 | Common Stock | 4,000 | \$ 73.19 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dierker David F 303 PEACHTREE STREET ATLANTA, GA 30308 | Â | Â | Â Sr.Exec.VP & Chief Admn. Off. | Â |

Signatures

David F. Dierker 12/17/2004
 **Signature of Date
 Reporting Person

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

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- (2) Because the stock fund component of the 401(k) 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.
- Restricted stock held under SunTrust Banks, Inc. 2000 Stock Plan and SunTrust Banks, Inc. 2004 Stock Plan. Subject to certain vesting
- (3) conditions. Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. Both 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 pursuant to a Crestar Financial Corporation plan.
- (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.

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