

SUNTRUST BANKS INC
Form 4
February 26, 2003

FORM 4

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By
Romeo and Dye's
Section 16 Filer
www.section16.net

1. Name and Address of Reporting Person* Spiegel, John W. (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol SunTrust Banks, Inc. - STI			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Vice Chairman and Chief Financial Officer		
303 Peachtree St.			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 58-1575035			4. Statement for Month/Day/Year February 25, 2003		
(Street) Atlanta, GA 30308			5. If Amendment, Date of Original (Month/Day/Year)			7. 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		

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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
	(City)	(State)	(Zip)	Code	V	Amount	(A) or (D)	Price								
Common Stock				M		6,600	A	30.25				108,949	D			
Common Stock												192	I	Spouse		
Common Stock												114,420	I	Restricted Stock ⁽¹⁾		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion or	3. Trans-	3A. Deemed	4. Trans-	5. Number	6. Date Exercisable and Expiration	7. Title and Amount of	8. Price of Derivative	9. Number of Derivative	10. Owner-	11. Nature of Indirect
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Security (Instr. 3)	Exercise Price of Derivative Security	Action Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Action Code			Date (Month/Day/Year)		Underlying Securities (Instr. 3 & 4)		Security (Instr. 5)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				(Instr. 8)	(Instr. 3, 4 & 5)	(Instr. 3, 4 & 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock Units ⁽²⁾	1 for 1						(2)	(2)	Common Stock			6,520,844	D	
Phantom Stock Units ⁽³⁾	1 for 1						(3)	(3)	Common Stock			84,000	D	
Option ⁽⁴⁾	30.25	2/25/03		M			6,600	8/8/95	8/7/05	Common Stock	6,600	19,800	D	
Option ⁽⁵⁾	73.0625							11/9/02	11/9/09	Common Stock		15,000	D	
Option ⁽⁶⁾	51.125							11/14/03	11/14/10	Common Stock		50,000	D	
Option (6)	64.57							11/13/04	11/13/11	Common Stock		50,000	D	
Option (6)	54.28							2/11/06	2/11/13	Common Stock		100,000	D	

Explanation of Responses:

- (1) Restricted stock held under 1986 SunTrust Executive Stock Plan, 1995 SunTrust Executive Stock Plan and SunTrust Banks, Inc. 2000 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.
- (2) The reported phantom stock units were acquired under SunTrust Banks, Inc.'s 401(k) excess benefit plan.
- (3) Granted in exchange for restricted stock. Will be paid out on various dates.
- (4) The option becomes exercisable in 10% increments over 10 years or in the event of death, disability or change in control. This option was granted pursuant to the 1995 SunTrust Executive Stock Plan.
- (5) Granted pursuant to the 1995 SunTrust Executive Stock Plan.
- (6) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.

By: /s/ **Margaret Hodgson, Attorney-in-Fact for John W. Spiegel** **February 26, 2003**
Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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