

Farnsworth Thomas C Jr
 Form 4
 February 09, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Farnsworth Thomas C Jr

2. Issuer Name and Ticker or Trading Symbol
 SUNTRUST BANKS INC [STI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 5335 DISTRIPLEX FARMS DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/08/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

MEMPHIS, TN 38141

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/01/2005		G	V 480,378 A 11 512,947		D	
Common Stock					247	I	Spouse
Common Stock	02/01/2005		G	V 480,378 D 11 0		I	Trust ⁽²⁾

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

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SEC 1474 (9-02)

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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 Number Shares
Option ⁽³⁾	\$ 49.34					04/25/2001 04/25/2011	Common Stock 1,773
Option ⁽³⁾	\$ 56.11					04/24/2002 04/24/2012	Common Stock 1,473
Option ⁽³⁾	\$ 40.99					04/23/2003 04/23/2013	Common Stock 2,489
Option ⁽⁴⁾	\$ 67.64					08/18/2004 04/25/2011	Common Stock 431
Phantom Stock Units ⁽⁵⁾	⁽⁵⁾					⁽⁵⁾ ⁽⁵⁾	Common Stock 1,749
Phantom Stock Units ⁽⁶⁾	⁽⁶⁾	02/08/2005		A	61.5258	⁽⁶⁾ ⁽⁶⁾	Common Stock 61.525

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Farnsworth Thomas C Jr
 5335 DISTRIPLEX FARMS DRIVE
 MEMPHIS, TN 38141

X

Signatures

Raymond D. Fortin, Attorney-in-Fact for Thomas C.
 Farnsworth, Jr.

02/09/2005

 **Signature of Reporting Person

 Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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) This transaction is a gift.
- (2) The Thomas C. Farnsworth Irrevocable Trust.

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- (3) Granted pursuant to the National Commerce Financial Corporation Amended and Restated Long-Term Incentive Plan.
- (4) Granted pursuant to the National Commerce Financial Corporation 2003 Stock and Incentive Plan.
- (5) Acquired under the National Commerce Financial Corporation's Director Fee Deferral Plan. Converts to SunTrust stock on a one-for-one basis. Payouts occur annually in January, ending in 2006.
Acquired under the SunTrust Banks, Inc. Directors Deferred Compensation Plan and are to be settled upon the reporting person's
- (6) retirement. Directors fees are deferred into this plan and are accounted for as if invested in SunTrust common stock. These securities convert to common stock on a one-for-one basis.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.