Farnsworth Thomas C Jr Form 4 April 21, 2005

FORM 4

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

OMB

Expires:

Check this box if no longer subject to Section 16.

3235-0287 Number: January 31,

OMB APPROVAL

Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Farnsworth Thomas C Jr

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Middle)

SUNTRUST BANKS INC [STI]

(Check all applicable)

(Last)

(First)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year)

_X__ Director 10% Owner Other (specify Officer (give title

5335 DISTRIPLEX FARMS DRIVE 04/19/2005

6. Individual or Joint/Group Filing(Check

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

MEMPHIS, TN 38141

| (City) | (State) | (Zip) Table | e I - Non-D | erivative | Secur | rities Acq | uired, Disposed of | f, or Beneficial | ly 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) (A) or Amount (D) Price | | 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) | |
| Common Stock | | | | | | | 512,947 | D | |
| Common Stock | | | | | | | 247 | I | Spouse |
| Common Stock | 04/19/2005 | | A | 1,200 | A | \$ 70.93 | 1,200 | D (1) | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: Farnsworth Thomas C Jr - Form 4

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. Transactic Code (Instr. 8) | 5. Number of orDerivative 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 | Amoun Numbe Shares |
| Option (2) | \$ 49.34 | | | | | 04/25/2001 | 04/25/2011 | Common Stock | 1,77 |
| Option (2) | \$ 56.11 | | | | | 04/24/2002 | 04/24/2012 | Common Stock | 1,47 |
| Option (2) | \$ 40.99 | | | | | 04/23/2003 | 04/23/2013 | Common Stock | 2,48 |
| Option (3) | \$ 67.64 | | | | | 08/18/2004 | 04/25/2011 | Common Stock | 43 |
| Phantom Stock Units (4) | <u>(4)</u> | | | | | <u>(4)</u> | <u>(4)</u> | Common Stock | 1,74 |
| Phantom Stock Units (5) | <u>(5)</u> | 04/19/2005 | | A | 183.2793 | <u>(5)</u> | <u>(5)</u> | Common Stock | 183.2 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|
| . 8 | Director | 10% Owner | Officer | Other | | |
| Farnsworth Thomas C Jr | | | | | | |
| 5335 DISTRIPLEX FARMS DRIVE | X | | | | | |
| MEMPHIS, TN 38141 | | | | | | |

Signatures

Kimberly N. Rhodes, Attorney-in-Fact for Thomas C. Farnsworth, Jr. 04/20/2005

**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) Restricted stock held under SunTrust Banks, Inc. 2004 Stock Plan. The plan is exempt under Rule 16(b)-3.
- (2) Granted pursuant to the National Commerce Financial Corporation Amended and Restated Long-Term Incentive Plan.

Reporting Owners 2

Edgar Filing: Farnsworth Thomas C Jr - Form 4

- (3) Granted pursuant to the National Commerce Financial Corporation 2003 Stock and Incentive Plan.
- (4) 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
- (5) 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.