

HILL C T
Form 4
February 12, 2003

FORM 4

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

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

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

OMB APPROVAL

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1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Hill, Charles T.			SunTrust Banks, Inc. - STI				☐ Director ☐ 10% Owner ☒ Officer (give title below) Other (specify below)		
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year		☒ Executive Vice President		
919 East Main Street									
(Street)			5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line)		☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person		
Richmond, VA 23219									
(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 & 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
Common Stock					18,881	D			
Common Stock					13,107.987	I	401(k) ⁽¹⁾		
Common Stock	2/11/03		A		2,210	I	Restricted Stock ⁽²⁾		

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 of	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 (Instr. 8)		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)	Date (Month/Day/ Year)		Underlying Securities (Instr. 3 & 4)		Security (Instr. 5)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	ship Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr. 4)	Beneficia Ownership (Instr. 4)
				Code	V		Date Exer-cisable	Expira- tion Date	Title	Amount or Number of Shares				
Phantom Stock Units ⁽³⁾	1 for 1						(3)	(3)	Common Stock			196,436	D	
Phantom Stock Units ⁽⁴⁾	1 for 1						(4)	(4)	Common Stock			361,555	D	
Option ⁽⁵⁾	21.6800						1/27/94	1/27/04	Common Stock			2,876	D	
Option ⁽⁶⁾	19.7000						1/26/95	1/26/05	Common Stock			4,524	D	
Option (6)	28.1900						1/25/96	1/25/06	Common Stock			5,286	D	
Option (6)	37.2700						1/23/97	1/23/07	Common Stock			4,326	D	
Option (6)	38.2800						2/24/97	2/24/07	Common Stock			2,640	D	
Option (6)	54.3900						1/22/98	1/22/08	Common Stock			1,838	D	
Option (6)	54.3900						1/22/98	1/22/08	Common Stock			6,514	D	
Option (6)	65.1875						12/31/00	2/8/09	Common Stock			1,534	D	
Option (6)	73.0625						11/9/02	11/9/09	Common Stock			1,365	D	
Option (6)	73.0625						11/9/02	11/9/09	Common Stock			4,635	D	
Option ⁽⁷⁾	51.125						11/14/03	11/14/10	Common Stock			15,000	D	
Option (7)	64.57						11/13/04	11/13/11	Common Stock			15,000	D	
Option (7)	54.28	2/11/03		A		15,000	2/11/06	2/11/13	Common Stock	15,000		15,000	D	

Explanation of Responses:

(1) 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.

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

(3) The reported phantom stock units were acquired under SunTrust Banks, Inc.'s 401(k) excess benefit plan.

(4) The reported phantom stock units were acquired under Crestar Bank's ANEX plan.

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(5) Granted pursuant to the SunTrust Banks, Inc. Executive Stock Plan.

(6) Granted pursuant to the 1995 SunTrust Executive Stock Plan.

(7) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.

By: /s/ **Margaret Hodgson, Attorney-in-Fact for Charles
T. Hill**

February 12, 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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