

SHUFELDT R CHARLES

Form 4

February 03, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SHUFELDT R CHARLES

(Last) (First) (Middle)

303 PEACHTREE ST.

(Street)

ATLANTA, GA 30308

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Executive Vice President

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

**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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/02/2005		M	9,900 A	\$ 30.25	18,825	D
Common Stock	02/02/2005		F	4,108 D	\$ 72.89	14,717	D
Common Stock					7,787	I	Spouse
Common Stock					3,329.717	I	401(k) <sup>(1)</sup>
Common Stock					29,810	I	Restricted Stock <sup>(2)</sup>

# Edgar Filing: SHUFELDT R CHARLES - Form 4

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)

**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 or Number of Shares
Phantom Stock Units <sup>(3)</sup>	<sup>(3)</sup>					<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	810.8379
Phantom Stock Units <sup>(4)</sup>	<sup>(4)</sup>					<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	19,200
Option <sup>(5)</sup>	\$ 30.25	02/02/2005		M	3,300	08/08/1997	08/08/2005	Common Stock	3,300
Option <sup>(5)</sup>	\$ 30.25	02/02/2005		M	3,300	08/08/1998	08/08/2005	Common Stock	3,300
Option <sup>(5)</sup>	\$ 30.25	02/02/2005		M	3,300	08/08/1999	08/08/2005	Common Stock	3,300
Option <sup>(5)</sup>	\$ 73.0625					11/09/2002	11/09/2009	Common Stock	5,000
Option <sup>(6)</sup>	\$ 51.125					11/14/2003	11/14/2010	Common Stock	9,350
Option <sup>(6)</sup>	\$ 64.57					11/13/2004	11/13/2011	Common Stock	10,000
Option <sup>(6)</sup>	\$ 61.54					02/01/2005	02/01/2012	Common Stock	7,000
Option <sup>(6)</sup>	\$ 54.28					02/11/2006	02/11/2013	Common Stock	12,000
Option <sup>(6)</sup>	\$ 73.19					02/10/2007	02/10/2014	Common Stock	18,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
SHUFELDT R CHARLES 303 PEACHTREE ST. ATLANTA, GA 30308	Executive Vice President

## Signatures

Raymond D. Fortin, Attorney-in-Fact for R. Charles Shufeldt	02/03/2005
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\_\_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) 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.  
 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. These securities convert to common stock on a one-for-one basis.
- (3) Granted in exchange for restricted stock. Will be paid out on various dates. These securities convert to common stock on a one-for-one basis.
- (4) Granted pursuant to the 1995 SunTrust Executive Stock Plan.
- (5) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (6)

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.