

SHUFELDT R CHARLES
Form 4
February 03, 2005

FORM 4

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

OMB APPROVAL

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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 *
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
 Officer (give title below) _____ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
				(A) or (D) Code V Amount Price			
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) ⁽¹⁾
Common Stock					29,810	I	Restricted Stock ⁽²⁾

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

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(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 ⁽³⁾	<u>(3)</u>							<u>(3)</u>	<u>(3)</u>	Common Stock	810,8379
Phantom Stock Units ⁽⁴⁾	<u>(4)</u>							<u>(4)</u>	<u>(4)</u>	Common Stock	19,200
Option ⁽⁵⁾	\$ 30.25	02/02/2005		M		3,300		08/08/1997	08/08/2005	Common Stock	3,300
Option ⁽⁵⁾	\$ 30.25	02/02/2005		M		3,300		08/08/1998	08/08/2005	Common Stock	3,300
Option ⁽⁵⁾	\$ 30.25	02/02/2005		M		3,300		08/08/1999	08/08/2005	Common Stock	3,300
Option ⁽⁵⁾	\$ 73.0625							11/09/2002	11/09/2009	Common Stock	5,000
Option ⁽⁶⁾	\$ 51.125							11/14/2003	11/14/2010	Common Stock	9,350
Option ⁽⁶⁾	\$ 64.57							11/13/2004	11/13/2011	Common Stock	10,000
Option ⁽⁶⁾	\$ 61.54							02/01/2005	02/01/2012	Common Stock	7,000
Option ⁽⁶⁾	\$ 54.28							02/11/2006	02/11/2013	Common Stock	12,000
Option ⁽⁶⁾	\$ 73.19							02/10/2007	02/10/2014	Common Stock	18,000

