Farnsworth Thomas C Jr Form 4 February 09, 2005

## FORM 4

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

Check this box if no longer subject to

### 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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction

Section 16.

Form 4 or

obligations

Form 5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person
Formaryanth Thomas C In

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Farnsworth Thomas C Jr SUNTRUST BANKS INC [STI]

Symbol

(Check all applicable)

(First) (Last)

(Street)

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

\_X\_\_ Director

10% Owner \_ Other (specify Officer (give title

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5335 DISTRIPLEX FARMS DRIVE 02/08/2005

(Middle)

below) 6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line) \_X\_ Form filed by One Reporting Person

Filed(Month/Day/Year)

Form filed by More than One Reporting Person

MEMPHIS, TN 38141

(City)	(State)	(Zip) Tabl	e I - Non	ı-De	erivative Se	curitio	es Acqu	ired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	02/01/2005		G	V	480,378	A	<u>(1)</u>	512,947	D	
Common Stock								247	I	Spouse
Common Stock	02/01/2005		G	V	480,378	D	<u>(1)</u>	0	I	Trust (2)

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date		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)	<u>(5)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	1,749
Phantom Stock Units (6)	<u>(6)</u>	02/08/2005		A	61.5258	<u>(6)</u>	<u>(6)</u>	Common Stock	61.525

# **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**

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

02/09/2005 Date

\*\*Signature of Reporting Person

## **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.

Reporting Owners 2

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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.