

SUNTRUST BANKS INC
 Form 4
 February 10, 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 *
WELLS JAMES M III

(Last) (First) (Middle)
 303 PEACHTREE STREET
 (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)
02/08/2005

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)
President & COO

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					116,654	D	
Common Stock					12,267	I	Spouse
Common Stock					811.039	I	401(k) ⁽¹⁾
Common Stock					4,420	I	Restricted Stock ⁽²⁾

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	1,470.83
Option	\$ 19.7					01/26/1996	01/26/2005	Common Stock	23,000
Option	\$ 28.2					01/25/1997	01/25/2006	Common Stock	3,546
Option	\$ 28.19					01/25/1997	01/25/2006	Common Stock	34,470
Option	\$ 37.28					01/23/1998	01/23/2007	Common Stock	2,682
Option	\$ 37.27					01/23/1998	01/23/2007	Common Stock	27,550
Option	\$ 38.28					02/24/1998	02/24/2007	Common Stock	10,170
Option	\$ 54.39					07/20/1998	01/22/2008	Common Stock	1,838
Option	\$ 54.39					07/20/1998	01/22/2008	Common Stock	26,290
Option	\$ 76.5					12/31/2001	12/31/2008	Common Stock	90,000
Option ⁽⁴⁾	\$ 73.0625					12/31/2001	11/09/2009	Common Stock	15,000
Option ⁽⁵⁾	\$ 50.5					03/06/2003	03/06/2010	Common Stock	24,000
Option ⁽⁵⁾	\$ 50.5					03/06/2005	03/06/2010	Common Stock	16,000

