SUNTRUST BANKS INC

Form 4

January 14, 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

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . .0.5

> Filed By Romeo and Dye's Section 16 Filer www.section16.net

1. Name and Ado Daft, Douglas N			me and Tic anks, Inc.		Pe	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
(Last) (First) (Middle)				rting tity (ntification I g Person, voluntary)	Numbe	Mo	statement for nth/Day/Year nuary 13, 2003	10	X Director 10% Owner Officer (give title below) Other (specify below)			
(Street) Atlanta, GA 30313							Dat	f Amendment, e of Original onth/Day/Year)	(C <u>X</u> Pe	7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) ((Zip)	T	able	I Non-E	Derivat	ive Sec	urities Acquired,	Dispose	ed of, or Benef	icially Owned		
1. Title of Security (Instr. 3)	2. Trans- 2A. Deemed action Execution Date Date,		3. Transaction Constr. 8	Code	4. Securities Acquires (A) or Disposed of (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially		6. Owner- ship Form: Direct (D)	7. Nature of Indirect Beneficial		
	(Month/ Day/ Year)	if any (Month/Day/ Year)	Code	V	Amount	(A) or (D)	Price	Owned Following Reported Transactions(s) (Instr. 3 & 4)		or Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
Common Stock									3,000	D			

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

FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially **Owned**

(e.g. nuts calls warrants ontions convertible securities)

(c.g., pais, cans, warrants, options, convertible securities)												
Title of	2. Conver-	3.	3A.	4.	5. Number	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Natu	
erivative	sion or	Trans-	Deemed	Trans-	of	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indire	
curity	Exercise	action	Execution	action	Derivative	Date	Underlying	Security	Securities	ship	Benefici	
	Price of	Date	Date,	Code	Securities	(Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownersl	
nstr. 3)	Derivative		if any		Acquired	Year)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)	
	Security	(Month/	(Month/	(Instr.	(A) or				Following	ative		
		-	-	8)	Disposed of				Reported	Security:		
		Year)	Year)		(D)				Transaction(s)	Direct		
	erivative ecurity astr. 3)	erivative sion or Exercise Price of Derivative Security	Title of 2. Conver-3. Transcerivative sion or Exercise action Price of Derivative Security (Month/Day/	Title of sion or sion or Exercise Price of Derivative Security Security (Month/Day/Day/SA) Title of 2. Conver-3. 3A. Deemed Execution Execution Date if any (Month/Day/Day/	Title of sion or scurity Exercise Price of Derivative Security (Month/Day/Day/8) Title of 2. Conver-3. 3A. 4. Trans-Deemed Trans-Execution Date Date, Code if any (Month/Day/Day/8)	Title of 2. Conversion or Sion or Security Exercise action Date Date, Security Security Derivative Security (Month/ Day/ Day/ Security Day/ Security Security Day/ Security Security Day/ Security Security Day/ Security Security Security Security Day/ Security Security Security Day/ Security Security Security Day/ Security Security Security Day/ Security Security Day/ Security Security Security Day/ Security Securit	Title of 2. Conversion or Sion or Exercise action Execution Date Date Date, Security Derivative Security (Month/ Day/ Day/ Day/ B) Trans- data S. Number of And Exercisable and Expiration Date Securities (Month/Day/ Year) 6. Date Exercisable and Expiration Date Securities (Month/Day/ Year)	erivative sion or Exercise action Execution action Date Date, perivative Security Exercise action Date Date, perivative Security Securities	Title of 2. Conversion or Sion or Exercise action Date Date Date, Security Derivative Security Security Security Price of Date Date, Security Secur	Title of 2. Conversion or Sion or Exercise Price of Date Date, Deerivative Security Securities Date, Date Securities Securities Security Securities Securities Security Securities Security Securities Security Securities Security Securities Securities Security Securities Securities Security Securities Securities Securities Security Securities Securities Securities Security Securities Security Securities Securities Security Securities Securities Securities Security Securities Securities Securities Security Securities S	Title of 2. Conversion or Scurity Exercise Price of Date Date, Instr. 3) Derivative Security (Month/ Day/ Day/ Day/ Day/ Security Sion or Derivative Security (Instr. 4) Description Date Date, Code Securities (A) or Derivative Security Security Security Security (Instr. 3 & 4) Title and Amount of Derivative Security Securities (Instr. 3 & 4) Securities (Instr. 3 & 4) Title and Amount of Derivative Security Securities (Instr. 3 & 4) Securities (Instr. 5) Beneficially Form Owned of Derivative Security Security Securities (Instr. 5) Securities (Instr	

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Edgar Filing: SUNTRUST BANKS INC - Form 4

					(Instr. 3, & 5)	4							(D) or Indirect (I) (Instr. 4)	
			Code	V	(A)		Exer-cisable	Expira- tion Date		Amount or Number of Shares				
Phantom Stock Units(1)	1 for 1	1/13/03	A		25.7732		(1)		Common Stock		58.20	2,630.7718	D	
Option ⁽²⁾	51.125						11/14/00		Common Stock			2,000	D	
Option (2)	64.57						11/13/01		Common Stock			2,000	D	

Explanation of Responses:

(1) The phantom stock units were accrued under the SunTrust Banks, Inc. Directors Deferred Compensation Plan and are to be settled upon the reporting person's retirement. Directors fees are deferred into this plan and are accounted for as if invested in SunTrust common stock.
(2) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.

By: /s/ Margaret Hodgson, Attorney-in-Fact for Douglas
N. Daft
Date

**Signature of Reporting Person

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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 Number.

^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).