WELLS JAMES M III

Form 4

February 12, 2003

_ Check this box if no

Form 4 or Form 5

See Instruction 1(b).

FORM 4

longer subject to Section 16.

obligations may continue.

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

OMB APPROVAL

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

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

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

					ne and Tick anks, Inc		Per	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(Last) 303 Peachtree S	of Reporting Person,					atement for th/Day/Year uary 11, 2003	10° X °	Director 10% Owner X Officer (give title below) Other (specify below)						
		58	-1575035				Vie Ch	<u>ce</u> airman						
	(Street)							Amendment,			oint/Group Filing			
								of Original		(Check Applicable Line)				
Atlanta, GA 30	308						(Mor	nth/Day/Year)		X Form filed by One Reporting Person				
									-		Mara than Ona			
									Form filed by More than One Reporting Person					
(City)) (State) (Zip)	т	able	I Non-D	erivati	ve Seci	rities Acquired	d, Disposed of, or Beneficially Owned					
1. Title of	3. Trans		4. Securitie			5. Amount of	Dispose	6. Owner- 7. Nature of						
Security	2. Trans- action	2A. Deemed Execution						Securities			Indirect			
(Instr. 3)	Date	Date,	action Code (A) or Disposed of (Instr. 8) (Instr. 3, 4 & 5)				I (D)	Beneficially			Beneficial			
(111341. 3)	(Month/ Day/	· · · · · · · · · · · · · · · · · · ·	Code	v	Amount	(A)	Price	Owned Follow-		or Indirect (I)				
	Year)	(Month/Day/	Code	\ \	Amount	or	Titte	ing Reported		(Instr. 4)	(Instr. 4)			
	,	Year)				(D)		Transactions(s)		(1115411 1)	(1115011-1)			
						(D)		(Instr. 3 & 4)						
Common Stock									103,159	D				
Common Stock	<u> </u>								12,267	I	Spouse			
Common Stock	ί								421.066	I	401(k)(1)			
Common Stock	2/11/03		A		4,420	A			4,420	I	Restricted Stock ⁽²⁾			

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

 $[\]ast$ If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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(e.g., puts, calls, warrants, options, convertible securities)

Derivative Security Securit				1		_			options, co		T		1			1
Security Price P	1. Title of	2. Conver-	3.	3A.	4.		5. Numb	er	6. Date Exerc	cisable	7. Title an	ıd	8. Price of	9. Number of	10.	11. Natu
Security Price P	Derivative	sion or	Trans-	Deemed							Derivative	Derivative	Owner-	of Indire		
Price of														Benefic		
Content Cont																
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Histr. 3, 4			Year)	Year)			(D)							Transaction(s)		
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Code V (A) (D) Date Expiration Title Armount or Number of Shares Sances San							& 5)								Indirect	
Phantom Stock St					G 1	$\overline{}$		(D)	Б.	.	m: 1	1				
Phantom 1 for 1					Code	V	(A)				Title					
Phantom 1 for 1									Exer-cisable						(111301. 4)	
Phantom 1 for 1										Date		Number				
Phantom 1 for 1												of				
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Stock	Phantom	1 for 1							(3)	(3)				830 626	D	
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		<u> </u>							<u> </u>		JUCK			l		

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Option (6)	51.125				11/14/03	 Common Stock		35,000	D	
Option (6)	64.57				12/31/01	Common Stock		15,000	D	
Option (6)	64.57				11/13/04	Common Stock		60,000	D	
Option (6)	54.28	2/11/03	A	100,000	2/11/06	Common Stock	100,000	100,000	D	

Explanation of Responses:

- (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.
- (2) Restricted stock held under SunTrust Banks, Inc. 2000 Stock Plan. Subject to certain vesting conditions. Restricted stock agreement contains tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. This plan is exempt under Rule 16(b)-3.
- (3) The reported phantom stock units were acquired under SunTrust Banks, Inc.'s 401(k) excess benefit plan.
- (4) The option becomes exercisable on the earlier of 12/31/01, death, disability, a change in control, termination of employment by SunTrust Banks, Inc. without cause or termination by Mr. Wells for good reason.
- (5) Granted pursuant to the 1995 SunTrust Executive Stock Plan.
- (6) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.

By: /s/ Margaret Hodgson, Attorney-in-Fact for James M. February 12, 2003
Wells III 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).