

CLAY JOHN W JR
Form 4
October 13, 2004

FORM 4

**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

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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 *
CLAY JOHN W JR

(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)
09/23/2004

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)
Vice Chairman

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	09/23/2004		G	V 1 D 15,578		D	
Common Stock					8,738	I	Spouse
Common Stock					5,300	I	Spouse's Trust ⁽²⁾
Common Stock					1,285	I	Spouse's Trust ⁽³⁾
Common Stock					8,960.615	I	401(k) ⁽⁴⁾

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Common Stock	3,592.532	I	Family Trust ⁽⁵⁾
Common Stock	819.38	I	Family Trust ⁽⁶⁾
Common Stock	453.841	I	Family Trust ⁽⁷⁾
Common Stock	400	I	Family Trust ⁽⁸⁾
Common Stock	5,920	I	Unitrust ⁽⁹⁾
Common Stock	42,420	I	Restricted Stock ⁽¹⁰⁾

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

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SEC 1474
(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 ⁽¹¹⁾	⁽¹¹⁾					⁽¹¹⁾	⁽¹¹⁾	Common Stock	6,161.0314
Phantom Stock Units ⁽¹²⁾	⁽¹²⁾					⁽¹²⁾	⁽¹²⁾	Common Stock	40,000
Option ⁽¹³⁾	\$ 30.25					08/08/1995	08/07/2005	Common Stock	14,500
Option ⁽¹⁴⁾	\$ 73.0625					11/09/2002	11/09/2009	Common Stock	15,000
	\$ 51.125					11/14/2003	11/14/2010		50,000

Option (15)				Common Stock	
Option (15)	\$ 64.57	11/13/2004	11/13/2011	Common Stock	100,000
Option (15)	\$ 54.28	02/11/2006	02/11/2013	Common Stock	100,000
Option (15)	\$ 73.19	02/10/2007	02/10/2014	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLAY JOHN W JR 303 PEACHTREE ST. ATLANTA, GA 30308			Vice Chairman	

Signatures

Margaret U. Hodgson, Attorney-in-Fact for John W. Clay, Jr. 10/13/2004

__Signature of Reporting Person Date

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) TUA 93 Campbell Family Exempt Trust.
- (3) TUA Anne Campbell Clay.
- (4) 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.
- (5) John Clay Children's Family Trust.
- (6) In family trust for Madelaine Wood Clay.
- (7) In family trust for Abigail Campbell Clay.
- (8) In family trust for Anne Cecile Meredith.
- (9) In charitable lead unitrust.
- (10) Restricted stock held under 1986 SunTrust Executive Stock Plan, 1995 SunTrust Executive Stock Plan and SunTrust Banks, Inc. 2000 Stock Plan. Subject to certain vesting conditions. Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. All plans are exempt under Rule 16(b)-3.
- (11) The reported phantom stock units were acquired under SunTrust Banks, Inc.'s 401(k) excess benefit plan. These securities convert to common stock on a one-for-one basis.
- (12) Granted in exchange for restricted stock and will be paid out on various dates. These securities convert to common stock on a one-for-one basis.
- (13) This option becomes exercisable in 10% increments over 10 years or in the event of death, disability or change of control. This option was granted pursuant to the 1995 SunTrust Executive Stock Plan.

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(14) Granted pursuant to the 1995 SunTrust Executive Stock Plan.

(15) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.

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

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