

FRANSWORTH THOMAS C JR
Form 3
October 07, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| FRANSWORTH THOMAS C JR | | | (Month/Day/Year) | SUNTRUST BANKS INC [STI] | |
| (Last) | (First) | (Middle) | 10/01/2004 | | |
| 5335 DISTRIPLEX FARMS DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | | |
| (Street) | | | (Check all applicable) | | |
| MEMPHIS, TN 38141 | | | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock ⁽¹⁾ | 512,844 | D | À |
| Common Stock | 247 | I | Spouse |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|------------------------------------|------------------|------------------|---------------------|----------------------------|------------------------------|--|------------|
| Option ⁽²⁾ | 04/25/2001 | 04/25/2011 | Common Stock | 1,773 | \$ 49.34 | D | Â |
| Option ⁽²⁾ | 04/24/2002 | 04/24/2012 | Common Stock | 1,473 | \$ 56.11 | D | Â |
| Option ⁽²⁾ | 04/23/2003 | 04/23/2013 | Common Stock | 2,489 | \$ 40.99 | D | Â |
| Option ⁽³⁾ | 08/18/2004 | 04/25/2011 | Common Stock | 431 | \$ 67.64 | D | Â |
| Phantom Stock Units ⁽⁴⁾ | Â ⁽⁴⁾ | Â ⁽⁴⁾ | Common Stock | 3,389 | \$ ⁽⁴⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FRANSWORTH THOMAS C JR 5335 DISTRIplex FARMS DRIVE MEMPHIS, TN 38141 | Â X | Â | Â | Â |

Signatures

Thomas C.
Farnsworth, Jr. 10/07/2004

 Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Exhibit List - Exhibit 24 - Power of Attorney
- (2) Granted pursuant to the National Commerce Financial Corporation Amended and Restated Long-Term Incentive Plan.
- (3) Granted pursuant to the National Commerce Financial Corporation 2003 Stock and Incentive Plan.
- (4) Granted pursuant to 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.

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.