

SUNTRUST BANKS INC
 Form 4
 November 18, 2004

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 *
HOEPNER THEODORE J 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)
 11/16/2004

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/16/2004		M	6,600 A \$ 30.25	51,203	D	
Common Stock	11/16/2004		F	2,754 D \$ 72.48	48,449	D	
Common Stock					15,341	I	Spouse
Common Stock					21,947.293	I	401(k) ⁽¹⁾
Common Stock					74,420	I	Restricted Stock ⁽²⁾

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Common Stock	3,840	I	Trust ⁽³⁾
Common Stock	9,700	I	Trust ⁽⁴⁾

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

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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 ⁽⁵⁾	⁽⁵⁾					⁽⁵⁾ ⁽⁵⁾	Common Stock 12,266.36
Phantom Stock Units ⁽⁶⁾	⁽⁶⁾					⁽⁶⁾ ⁽⁶⁾	Common Stock 72,000
Option ⁽⁷⁾	\$ 30.25	11/16/2004		M	6,600	08/08/1995 08/07/2005	Common Stock 6,600
Option ⁽⁸⁾	\$ 73.0625					11/09/2002 11/09/2009	Common Stock 15,000
Option ⁽⁹⁾	\$ 51.125					11/14/2003 11/14/2010	Common Stock 50,000
Option ⁽⁹⁾	\$ 64.57					11/13/2004 11/13/2011	Common Stock 100,000
Option ⁽⁹⁾	\$ 54.28					02/11/2006 02/11/2013	Common Stock 100,000
Option ⁽⁹⁾	\$ 73.19					02/10/2007 02/10/2014	Common Stock 100,000

