

KELLY CRAIG J
Form 4
December 16, 2002

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

OMB APPROVAL

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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

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| | | | | | | | | |
|---|--|--|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person* Kelly, Craig J. (Last) (First) (Middle) 303 Peachtree Center Ave. (Street) Atlanta, GA 30303 | | | 2. Issuer Name and Ticker or Trading Symbol SunTrust Banks, Inc. - STI | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Vice President | | |
| | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 58-1575035 | | | 4. Statement for Month/Day/Year December 13, 2002 | | |
| | | | 5. If Amendment, Date of Original (Month/Day/Year) | | | 7. 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 | | |

| 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 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 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 | | | | | | | | | | | | 6,477 | | D | | | |
| Common Stock | | | | | | | | | | | | 282,674 | | I | | 401(k) ⁽¹⁾ | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of | 3. Transaction Date | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially | 10. Ownership Form | 11. Nature of Indirect Beneficial Ownership |
|---------------------------------|------------------------------------|---------------------|-----------------------------------|---------------------|-------------------------|--|--|--|---|--------------------|---|
|---------------------------------|------------------------------------|---------------------|-----------------------------------|---------------------|-------------------------|--|--|--|---|--------------------|---|

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| (Instr. 3) | Derivative Security | (Month/Day/Year) | if any (Month/Day/Year) | Securities (Instr. 8) | | Year | | (Instr. 3 & 4) | | Owned Following Reported Transaction(s) (Instr. 4) | of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | (Instr. 4) | |
|------------------------------------|---------------------|------------------|-------------------------|---------------------------------|-------------------|-------------------|------------------|----------------|----------------------------|--|---|------------|--|
| | | | | Acquired (A) or Disposed of (D) | (Instr. 3, 4 & 5) | Date Exer-cisable | Expira-tion Date | Title | Amount or Number of Shares | | | | |
| Phantom Stock Units ⁽²⁾ | 1 for 1 | 12/13/02 | | A | 2.570 | (2) | (2) | Common Stock | 2.570 | 56.63 | 341.068 | D | |
| Option ⁽³⁾ | 39.5200 | | | | | 7/20/98 | 3/10/07 | Common Stock | | | 28,799 | D | |
| Option (3) | 54.3900 | | | | | 7/20/98 | 1/22/08 | Common Stock | | | 25,248 | D | |
| Option ⁽⁴⁾ | 65.1875 | | | | | 12/31/00 | 2/9/09 | Common Stock | | | 1,534 | D | |
| Option (4) | 73.0625 | | | | | 11/9/02 | 11/9/09 | Common Stock | | | 3,800 | D | |
| Option ⁽⁵⁾ | 51.125 | | | | | 11/14/03 | 11/14/10 | Common Stock | | | 10,000 | D | |
| Option (5) | 64.57 | | | | | 11/13/04 | 11/13/11 | Common Stock | | | 15,000 | 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) The reported phantom stock units were acquired under SunTrust Banks, Inc.'s 401(k) excess benefit plan.

(3) Granted pursuant to the 1993 Crestar Stock Incentive Plan.

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

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

By: /s/ **Margaret Hodgson, Attorney-in-Fact for Craig J. Kelly**

December 16, 2002
Date

**Signature of Reporting Person

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

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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