

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.