

SUNTRUST BANKS INC
Form 4
December 31, 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* Spiegel, John W. (Last) (First) (Middle)			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) Vice Chairman and Chief Financial Officer		
303 Peachtree St. (Street)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 58-1575035			4. Statement for Month/Day/Year December 30, 2002		
Atlanta, GA 30308 (City) (State) (Zip)			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		

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 & 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/30/02		G	V	600	D		103,949	D	(1)
Common Stock								192	I	Spouse
Common Stock								110,000	I	Restricted Stock(2)

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	2. Conversion or	3. Trans-	3A. Deemed	4. Trans-	5. Number	6. Date Exercisable and Expiration	7. Title and Amount of	8. Price of Derivative	9. Number of Derivative	10. Owner-	11. Nature of Indirect
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Security (Instr. 3)	Exercise Price of Derivative Security	action Date (Month/ Day/ Year)	Execution Date, if any (Month/ Day/ Year)	action Code (Instr. 8)	of		Date (Month/Day/ Year)	Underlying Securities (Instr. 3 & 4)		Security (Instr. 5)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	ship Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
					Derivative Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)	Date		Title	Amount or Number of Shares				
Phantom Stock Units ⁽³⁾	1 for 1						(3)	(3)	Common Stock		6,520,844	D	
Phantom Stock Units ⁽⁴⁾	1 for 1						(4)	(4)	Common Stock		84,000	D	
Option ⁽⁵⁾	30.25						8/8/95	8/7/05	Common Stock		26,400	D	
Option ⁽⁶⁾	73.0625						11/9/02	11/9/09	Common Stock		15,000	D	
Option ⁽⁷⁾	51.125						11/14/03	11/14/10	Common Stock		50,000	D	
Option (7)	64.57						11/13/04	11/13/11	Common Stock		50,000	D	

Explanation of Responses:

- (1) Includes 1 share previously owned indirectly through SunTrust's 401(k) Plan.
 (2) Restricted stock held under 1986 SunTrust Executive Stock Plan and 1995 SunTrust Executive Stock Plan. Subject to certain vesting conditions. Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. Both plans are exempt under Rule 16(b)-3.
 (3) The reported phantom stock units were acquired under SunTrust Banks, Inc.'s 401(k) excess benefit plan.
 (4) Granted in exchange for restricted stock. Will be paid out on various dates.
 (5) The option becomes exercisable in 10% increments over 10 years or in the event of death, disability or change in control. This option was granted pursuant to the 1995 SunTrust Executive Stock Plan.
 (6) Granted pursuant to the 1995 SunTrust Executive Stock Plan.
 (7) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.

By: /s/ **Margaret Hodgson, Attorney-in-Fact for John W. Spiegel** **December 31, 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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