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SUNTRUST BANKS INC
Form 8-K
September 21, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of Earliest Event Reported):
September 21, 2004 (September 20, 2004)

SUNTRUST BANKS, INC.

(Exact Name of Registrant as Specified in Charter)

| | | |
|---|-----------------------------|---|
| GEORGIA | 001-08918 | 58-1575035 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

303 Peachtree Street, N.E., Atlanta, Georgia 30308

(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: 404-588-7165

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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ITEM 8.01 OTHER EVENTS

On September 20, 2004, SunTrust Banks, Inc. ("SunTrust") and National Commerce Financial Corporation ("NCF") issued a press release announcing the preliminary results of elections made by NCF stockholders as to the form of merger consideration to be received in the pending merger of NCF and SunTrust. The press release is attached hereto as Exhibit 99.1 and incorporated into this Item 8.01 by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

The following exhibit is filed as part of this report:

| Exhibit Number ----- | Description ----- |
|----------------------------|---|
| Exhibit 99.1 | Joint press release issued by SunTrust and NCF on September 20, 2004 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 21, 2004

SUNTRUST BANKS, INC.

By: /s/ Kimberly N. Rhodes

Kimberly N. Rhodes
Vice President
and Corporate Counsel

EXHIBIT INDEX

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