

SUNTRUST BANKS INC
 Form 4
 April 16, 2003

FORM 4

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

OMB APPROVAL

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

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response. . .0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By
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| 1. Name and Address of Reporting Person* Prince, Larry L. | | | 2. Issuer Name and Ticker or Trading Symbol SunTrust Banks, Inc. - STI | | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director ___ 10% Owner ___ Officer (give title below) ___ Other (specify below) | | | |
|---|--|---|--|---|---|---|---|---|--|-----------------------------------|
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 58-1575035 | | | 4. Statement for Month/Day/Year April 15, 2003 | | | | |
| 2999 Circle 75 Parkway | | | 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 ___ Form filed by More than One Reporting Person | | | | |
| (Street) Atlanta, GA 30339 | | | | | | | | | | |
| (City) | (State) | (Zip) | 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 Transaction(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 | | | | | | | | 2,000 | D | |

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 (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) | 6. Date Exercisable and Expiration Date (Month/Day/ Year) | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) | 10. Ownership Form of Derivative Security: Direct | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--|--|--------------------------------|--|---|---|--|---|---|--|
|--|--|--|--|--------------------------------|--|---|---|--|---|---|--|

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| | | | | (Instr. 3, 4 & 5) | | Date Exer-cisable | Expira-tion Date | Title | Amount or Number of Shares | | (Instr. 4) | (D) or Indirect (I) (Instr. 4) |
|------------------------------------|---------|---------|--|-------------------|---------|-------------------|------------------|--------------|----------------------------|-------|------------|--------------------------------|
| | | | | Code | V | | | | | | | |
| Phantom Stock Units ⁽¹⁾ | 1 for 1 | 4/15/03 | | A | 53.0223 | (1) | (1) | Common Stock | 53.0223 | 56.58 | 7,867.9496 | D |
| Option ⁽²⁾ | 51.125 | | | | | 11/14/00 | 11/14/10 | Common Stock | | | 2,000 | D |
| Option (2) | 64.57 | | | | | 11/13/01 | 11/13/11 | Common Stock | | | 2,000 | D |
| Option (2) | 54.28 | | | | | 2/11/03 | 2/11/13 | Common Stock | | | 2,000 | D |

Explanation of Responses:

(1) The phantom stock units were accrued under the SunTrust Banks, Inc. Directors Deferred Compensation Plan and are to be settled upon the reporting person's retirement. Directors fees are deferred into this plan and are accounted for as if invested in SunTrust common stock.

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

By: /s/ **Raymond Fortin, Attorney-in-Fact for Larry L. Prince** **April 16, 2003**
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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