

EDMUNDS STERLING JR
Form 4
December 16, 2002

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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* Edmunds, Jr., Sterling (Last) (First) (Middle) 901 Semmes Avenue (Street) Richmond, VA 23224		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) President and CEO - SunTrust Mortgage			
		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 58-1575035		4. Statement for Month/Day/Year December 13, 2002		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		
(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 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								5,395	D	
Common Stock								7,537.534	I	401(k) ⁽¹⁾
Common Stock								200	I	Custodian Account ⁽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. Transaction	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	Date (Month/ Day/ Year)	Execution Date, if any (Month/ Day/ Year)	Action Code (Instr. 8)			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)
				Code	V	(A)	(D)	Date Exer-cisable	Expira- tion Date	Title				
Phantom Stock Units ⁽³⁾	1 for 1	12/13/02		A		1.487	(3)	(3)	Common Stock	1.487	56.63	197.340	D	
Option ⁽⁴⁾	21.68							1/27/97	1/27/04	Common Stock		1,344	D	
Option (4)	19.70							1/26/98	1/26/05	Common Stock		2,304	D	
Option (4)	28.20							1/25/99	1/25/06	Common Stock		1,920	D	
Option (4)	37.28							1/23/00	1/23/07	Common Stock		2,016	D	
Option (4)	54.40							1/22/01	1/22/08	Common Stock		456	D	
Option (4)	54.39							1/22/01	1/22/08	Common Stock		1,559	D	
Option ⁽⁵⁾	65.1875							2/9/02	2/9/09	Common Stock		1,100	D	
Option (5)	70.8125							4/19/02	4/19/09	Common Stock		20,000	D	
Option (5)	73.0625							11/9/02	11/9/09	Common Stock		2,500	D	
Option ⁽⁶⁾	51.125							11/14/03	11/14/10	Common Stock		8,000	D	
Option (6)	64.57							11/13/04	11/13/11	Common Stock		10,000	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) In a custodial account for children, Cabell Marie Edmunds and Chesley Katherine Edmunds.
- (3) The reported phantom stock units were acquired under SunTrust Banks, Inc.'s 401(k) excess benefit plan.
- (4) Granted pursuant to the Crestar Financial Corporation Stock Plan and converted to the 1995 SunTrust Executive Stock Plan.
- (5) Granted pursuant to the 1995 SunTrust Executive Stock Plan.
- (6) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.

By: /s/ **Margaret Hodgson, Attorney-in-Fact for Sterling
Edmunds, Jr.**

December 16, 2002
Date

**Signature of Reporting Person

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**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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