

ROGERS WILLIAM H JR  
Form 4  
December 16, 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**

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* <b>Rogers, Jr., William H.</b> (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol <b>SunTrust Banks, Inc. - STI</b>			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) Other (specify below) <b>Executive Vice President</b>		
303 Peachtree St.  (Street)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)  <b>58-1575035</b>			4. Statement for Month/Day/Year <b>December 13, 2002</b>		
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								4,999.128	I	401(k) <sup>(1)</sup>
Common Stock								60	I	Custodian Account <sup>(2)</sup>
Common Stock								20,000	I	Restricted Stock <sup>(3)</sup>

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			Date		Underlying		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 (Instr. 8)	V	(A) (D)	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares				
Phantom Stock Units <sup>(4)</sup>	1 for 1	12/13/02		A		0.856	(4)	(4)	Common Stock	0.856	56.63	113.600	D	
Phantom Stock Units <sup>(5)</sup>	1 for 1						(5)	(5)	Common Stock			16,000	D	
Option <sup>(6)</sup>	33.1875						1/1/96	11/13/05	Common Stock			2,000	D	
Option (6)	73.0625						11/9/02	11/9/09	Common Stock			1,365	D	
Option (6)	73.0625						11/9/02	11/9/09	Common Stock			4,635	D	
Option <sup>(7)</sup>	51.125						11/14/03	11/14/10	Common Stock			10,000	D	
Option (7)	64.57						11/13/04	11/13/11	Common Stock			15,000	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) Held as Custodian for daughter, Heather Christian Rogers, and son, David Henry Rogers.
- (3) 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.
- (4) The reported phantom stock units were acquired under SunTrust Banks, Inc.'s 401(k) excess benefit plan.
- (5) Granted in exchange for restricted stock. Will be paid out on various dates.
- (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 William H. Rogers, Jr.** **December 16, 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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