

ROGERS WILLIAM H JR
Form 4
February 12, 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).

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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* Rogers, Jr., William H. (Last) (First) (Middle) 303 Peachtree St. (Street) Atlanta, GA 30308			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) <u>Executive Vice President</u> <input type="checkbox"/> Other (specify below)		
			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 58-1575035			4. Statement for Month/Day/Year February 11, 2003		
			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		

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)
	(City)	(State)	(Zip)	Code	V	Amount	(A) or (D)	Price								
Common Stock												5,040.882	I		401(k) ⁽¹⁾	
Common Stock												60	I		Custodian Account ⁽²⁾	
Common Stock				A		16,380	A					36,380	I		Restricted Stock ⁽³⁾	

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 of	6. Date Exercisable and Expiration	7. Title and Amount of	8. Price of Derivative	9. Number of Derivative	10. Owner-	11. Natur of Indirec
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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)		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)	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)	Beneficia Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exer- cisable	Expira- tion Date				
Phantom Stock Units ⁽⁴⁾	1 for 1						(4)	(4)	Common Stock			113,600	D	
Phantom Stock Units ⁽⁵⁾	1 for 1						(5)	(5)	Common Stock			16,000	D	
Option ⁽⁶⁾	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 ⁽⁷⁾	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	
Option (7)	54.28	2/11/03		A	15,000		2/11/06	2/11/13	Common Stock	15,000		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, 1995 SunTrust Executive Stock Plan and SunTrust Banks, Inc. 2000 Stock Plan. Subject to certain vesting conditions. Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. All 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. February 12, 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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