

WELLS JAMES M III  
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  
Romeo and Dye's  
Section 16 Filer  
www.section16.net

1. Name and Address of Reporting Person* <b>Wells III, James M.</b> (Last) (First) (Middle) <b>303 Peachtree St.</b>  (Street) <b>Atlanta, GA 30308</b>  (City) (State) (Zip)			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) <b>Vice Chairman</b> <input type="checkbox"/> Other (specify below)		
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)  <b>58-1575035</b>			4. Statement for Month/Day/Year <b>February 11, 2003</b>			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 Transaction(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								103,159	D	
Common Stock								12,267	I	Spouse
Common Stock								421,066	I	401(k) <sup>(1)</sup>
Common Stock	2/11/03		A		4,420	A		4,420	I	Restricted Stock <sup>(2)</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**

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(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) (Instr. 3, 4 & 5)		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) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock Units <sup>(3)</sup>	1 for 1							(3)	(3)	Common Stock			830,626	D	
Option	21.0300							1/21/94	1/21/03	Common Stock			18,286	D	
Option	21.6800							1/27/95	1/27/04	Common Stock			24,188	D	
Option	19.7000							1/26/96	1/26/05	Common Stock			5,076	D	
Option	19.7000							1/26/96	1/26/05	Common Stock			35,244	D	
Option	28.2000							1/25/97	1/25/06	Common Stock			3,546	D	
Option	28.1900							1/25/97	1/25/06	Common Stock			34,470	D	
Option	37.2800							1/23/98	1/23/07	Common Stock			2,682	D	
Option	37.2700							1/23/98	1/23/07	Common Stock			27,558	D	
Option	38.2800							2/24/98	2/24/07	Common Stock			10,176	D	
Option	54.3900							7/20/98	1/22/08	Common Stock			1,838	D	
Option	54.3900							7/20/98	1/22/08	Common Stock			26,290	D	
Option <sup>(4)</sup>	76.5000							12/31/01	12/31/08	Common Stock			90,000	D	
Option <sup>(5)</sup>	73.0625							12/31/01	11/9/09	Common Stock			15,000	D	
Option <sup>(6)</sup>	50.5000							3/6/03	3/6/10	Common Stock			24,000	D	
Option (6)	50.5000							3/6/05	3/6/10	Common Stock			16,000	D	
Option (6)	51.125							12/31/01	11/14/10	Common Stock			15,000	D	

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Option (6)	51.125					11/14/03	11/14/10	Common Stock			35,000	D	
Option (6)	64.57					12/31/01	11/13/11	Common Stock			15,000	D	
Option (6)	64.57					11/13/04	11/13/11	Common Stock			60,000	D	
Option (6)	54.28	2/11/03		A	100,000	2/11/06	2/11/13	Common Stock	100,000		100,000	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) Restricted stock held under SunTrust Banks, Inc. 2000 Stock Plan. Subject to certain vesting conditions. Restricted stock agreement contains tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. This plan is exempt under Rule 16(b)-3.
- (3) The reported phantom stock units were acquired under SunTrust Banks, Inc.'s 401(k) excess benefit plan.
- (4) The option becomes exercisable on the earlier of 12/31/01, death, disability, a change in control, termination of employment by SunTrust Banks, Inc. without cause or termination by Mr. Wells for good reason.
- (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 James M. Wells III      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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