

KIRBY C EUGENE
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

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| | | | | | | | | | |
|--|---------|----------|--|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol | | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| Kirby, C. Eugene | | | SunTrust Banks, Inc. - STI | | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | | 4. Statement for Month/Day/Year | | |
| 303 Peachtree St. | | | | | | | | | |
| (Street) | | | 5. If Amendment, Date of Original (Month/Day/Year) | | | | 7. Individual or Joint/Group Filing (Check Applicable Line) | | |
| Atlanta, GA 30308 | | | | | | | | | |
| (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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|--|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | | | | | | | | 240 | D | |
| Common Stock | | | | | | | | 6,936.543 | I | 401(k) ⁽¹⁾ |
| Common Stock | 2/11/03 | | A | | 1,110 | A | | 1,110 | I | Restricted Stock ⁽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. 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 ⁽³⁾ | 1 for 1 | | | | | | (3) | (3) | Common Stock | | | 139,186 | D | |
| Option ⁽⁴⁾ | 54.40 | | | | | | 1/22/01 | 1/22/08 | Common Stock | | | 1,838 | D | |
| Option (4) | 54.39 | | | | | | 1/22/01 | 1/22/08 | Common Stock | | | 178 | D | |
| Option ⁽⁵⁾ | 65.1875 | | | | | | 2/9/02 | 2/9/09 | Common Stock | | | 1,500 | D | |
| Option (5) | 73.0625 | | | | | | 11/9/02 | 11/9/09 | Common Stock | | | 10,000 | D | |
| Option ⁽⁶⁾ | 51.125 | | | | | | 11/14/03 | 11/14/10 | Common Stock | | | 3,000 | D | |
| Option (6) | 64.57 | | | | | | 11/13/04 | 11/13/11 | Common Stock | | | 3,500 | D | |
| Option (6) | 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) 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) Granted pursuant to the Crestar Financial Corporation Stock Plan and then 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 C.
Eugene Kirby**

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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