



Edgar Filing: REED WILLIAM R JR - Form 4

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(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, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option <sup>(3)</sup>	\$ 48.33					10/01/2004	01/14/2013	Common Stock	2,069
Option <sup>(3)</sup>	\$ 52.09					10/01/2004	01/15/2012	Common Stock	1,919
Option <sup>(3)</sup>	\$ 48.33					01/14/2004	01/14/2013	Common Stock	24,347
Option <sup>(3)</sup>	\$ 52.09					01/15/2003	01/15/2012	Common Stock	36,157
Option <sup>(4)</sup>	\$ 49.97					01/16/2002	01/16/2011	Common Stock	19,168
Option <sup>(4)</sup>	\$ 30.54	11/04/2005		M	19,812	01/12/1998	01/12/2006	Common Stock	19,812
Option <sup>(4)</sup>	\$ 31.93					07/05/2001	07/05/2010	Common Stock	49,530
Option <sup>(4)</sup>	\$ 35.84					01/14/1999	01/14/2009	Common Stock	12,383
Option <sup>(5)</sup>	\$ 56.17					10/01/2004	01/21/2014	Common Stock	49,926
Option <sup>(6)</sup>	\$ 71.24					10/01/2007	10/01/2014	Common Stock	100,000
Phantom Stock Units <sup>(7)</sup>	<sup>(7)</sup>					<sup>(7)</sup>	<sup>(7)</sup>	Common Stock	2,023.72

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REED WILLIAM R JR ONE COMMERCE SQUARE MEMPHIS, TN 38150			Vice Chairman	

## Signatures

Raymond D. Fortin, Attorney-in-Fact for William R.  
Reed, Jr. 11/08/2005

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Acquired under the National Commerce Financial Corporation Investment Plan, which was frozen on 12/31/04, and merged into the
- (1) SunTrust Banks, Inc. 401(k) Plan on July 1, 2005. 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 in the Eton Vance Belaire Exchange Fund.
  - (3) Granted pursuant to the National Commerce Financial Corporation Amended and Restated Long-Term Incentive Plan.
  - (4) Granted pursuant to the National Commerce Financial Corporation 1994 Stock Plan, Amended and Restated.
  - (5) Granted pursuant to the National Commerce Financial Corporation 2003 Stock and Incentive Plan.
  - (6) Granted pursuant to SunTrust Banks, Inc.'s 2004 Stock Plan.
  - (7) Acquired under the National Commerce Bancorporation Deferred Compensation Plan, which is a frozen plan. These securities convert to common stock on a one-for-one basis. Payouts occur annually in January, ending in 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.