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SUNTRUST BANKS INC Form 10-Q/A May 16, 2002

FORM 10-Q/A

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the Quarterly Period Ended March 31, 2002

Commission File Number 1-8918

SunTrust Banks, Inc. (Exact name of registrant as specified in its charter)

Georgia (State or other jurisdiction of incorporation or organization)

58-1575035 (I.R.S. Employer Identification No.)

303 Peachtree Street, N.E., Atlanta, Georgia 30308 (Address of principal executive offices) (Zip Code)

(404) 588-7711 (Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

At April 30, 2002, 286,230,736 shares of the Registrant's Common Stock, \$1.00 par value were outstanding.

1

EXPLANATORY NOTE

We are filing this amendment to update the number of outstanding shares shown on the front cover of our Form 10-Q. This number was incorrectly shown on our original filing.

2

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Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized this 16th day of May, 2002.

SunTrust Banks, Inc.
----(Registrant)

/S/ William P. O'Halloran

William P. O'Halloran Senior Vice President and Controller (Chief Accounting Officer)

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