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SUNTRUST BANKS INC

Form 10-K/A

April 09, 2002

SunTrust 2001 Annual Report

2001 FORM 10-K/A

Securities and Exchange Commission

Washington, DC 20549

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

For the Fiscal Year Ended December 31, 2001

Commission file number 1-8918

SunTrust Banks, Inc.

Incorporated in the State of Georgia

IRS Employer Identification Number 58-1575035

Address: 303 Peachtree Street, NE, Atlanta, GA 30308

Telephone: (404) 588-7711

Securities Registered Pursuant to Section 12(b) of the Act: Common Stock-\$1.00 par value, which is registered on the New York Stock Exchange.

As of January 31, 2002, SunTrust had 287,253,875 shares of common stock outstanding. The aggregate market value of SunTrust common stock held by non-affiliates on January 31, 2002 was approximately \$17.5 billion.

SunTrust (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.

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Documents Incorporated By Reference

Part III information is incorporated herein by reference, pursuant to Instruction G of Form 10-K, from SunTrust's Proxy Statement for its 2002 Annual Shareholders' Meeting, which will be filed with the Commission by March 8, 2002. Certain Part I and Part II information required by Form 10-K is incorporated by reference from the SunTrust Annual Report to Shareholders as indicated below. Except for parts of the SunTrust Annual Report to Shareholders expressly incorporated herein by reference, this Annual Report is not to be deemed filed with the Securities and Exchange Commission.

EXPLANATORY NOTE

This Form 10-K/A for the year ended December 31, 2001 is being filed solely to add Exhibit 99. Exhibit 99 documents that SunTrust Banks, Inc. has received a letter of assurance from Arthur Andersen LLP. The letter of assurance indicates that the December 31, 2001 audit was subject to their quality control system for the U.S. accounting and auditing practices to provide reasonable assurance that

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the engagement was conducted in compliance with professional standards, that there was appropriate continuity of Arthur Andersen personnel working on the audit and availability of national office consultation. The availability of personnel at foreign affiliates of Arthur Andersen was not relevant to the audit.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized on this 9th day of April, 2002.

SUNTRUST BANKS, INC.
(Registrant)

By: /s/ William P. O'Halloran

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