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NATIONAL COMMERCE FINANCIAL CORP

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SUNTRUST BANKS INC

FORM 425

(Filing of certain prospectuses and communications in connection with business combination transactions)

Filed 09/17/04

Address	ONE COMMERCE SQ MEMPHIS, TN 38150
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SIC Code	6021 - National Commercial Banks
Industry	Regional Banks
Sector	Financial
Fiscal Year	12/31

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **September 15, 2004**

SUNTRUST BANKS, INC.

(Exact name of registrant as specified in its charter)

Georgia	**001-08918**	**58-1575035**
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

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

Registrant's telephone number, including area code: **404-588-7165**

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☒ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 8.01. OTHER EVENTS

Attached hereto as Exhibit 99.1 and incorporated herein by reference is a joint press release issued by SunTrust Banks, Inc. ("SunTrust" or "the Registrant") and National Commerce Financial Corporation ("NCF") on September 15, 2004, announcing that: (i) the shareholders of NCF and SunTrust had approved the previously-

announced merger between SunTrust and NCF (the "Merger"), and the issuance of SunTrust common stock to NCF shareholders in the Merger, respectively, and (ii) on September 14, 2004, the Federal Reserve Board had announced its approval of the Merger.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits. The following exhibit is filed herewith:

Exhibit Number	Description
99.1 -	Joint press release of SunTrust and NCF, issued on September 15, 2004.

Signature

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.

Date: September 17, 2004

SUNTRUST BANKS, INC.

By: /s/ Raymond D. Fortin
Raymond D. Fortin
Senior Vice President and General Counsel

Exhibit 99.1

[SunTrust Banks, Inc. Logo] [National Commerce Financial Corporation Logo]

For Immediate Release

September 15, 2004

Shareholders Approve Merger of SunTrust and National Commerce Financial Corporation

Federal Reserve Approval for Merger Also Received

ATLANTA and MEMPHIS, TN – SunTrust Banks, Inc. (NYSE: STI) and National Commerce Financial Corporation (NYSE: NCF) announced that, at separate meetings today, their respective shareholders approved the merger of the two companies. 191,434,183 SunTrust shares, representing 97.3 percent of SunTrust shares voted; and 136,402,923 NCF shares, representing 98.7 percent of NCF shares voted, approved the transaction. The companies expect to complete the merger in early October.

"We are gratified by the strong support of the shareholders of both companies for this merger," said L. Phillip Humann, chairman, president and CEO of SunTrust Banks, Inc. "What today's votes say is that shareholders recognize the potential value in our combined enterprise. All of us, at both organizations, are committed to translating that potential into solid, measurable results."

Mr. Humann also noted that the Federal Reserve Board late yesterday announced its approval of the SunTrust-National Commerce Financial merger. "As a result," he said, "we are very much on the home stretch towards timely and smooth completion of this transaction as planned."

National Commerce Financial Corporation, headquartered in Memphis, Tennessee, is a sales and marketing organization that delivers select financial and consulting services through a national network of banking and non-banking affiliates. With $23 billion in assets, NCF operates almost 500 branches in 14 of the nation's fastest growing metropolitan areas throughout the southeast.

SunTrust Banks, Inc., headquartered in Atlanta, Georgia, is one of the nation's largest commercial banking organizations. As of June 30, 2004, SunTrust had total assets of $128.1 billion and total deposits of $85.5 billion. The company operates through an extensive distribution network primarily in Florida, Georgia, Maryland, Tennessee, Virginia and the District of Columbia and also serves customers in selected markets nationally. Its primary businesses include deposit, credit, trust and investment services. Through various subsidiaries the company provides credit cards, mortgage banking, insurance, brokerage and capital markets services. SunTrust's Internet address is www.suntrust.com .