#### SUNTRUST BANKS INC

Form 4

January 22, 2014

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

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**OMB APPROVAL** 

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Lienhard Jerome T Issuer Symbol SUNTRUST BANKS INC [STI] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner \_X\_\_ Officer (give title \_ Other (specify 303 PEACHTREE STREET, N.E. 01/21/2014 below) Pres & CEO, SunTrust Mortgage (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting ATLANTA, GA 30303 Person

(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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	01/21/2014		M	12,500	A	\$ 22.69	68,603	D (2)		
Common Stock	01/21/2014		M	5,834	A	\$ 23.68	74,437	D (2)		
Common Stock	01/21/2014		M	3,087	A	\$ 21.67	77,524	D (2)		
Common Stock	01/21/2014		S	31,457	D	<u>(1)</u>	46,067	D (2)		

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

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 of Number of Shares
Phantom Stock (3)	(3)						<u>(3)</u>	<u>(3)</u>	Common Stock	1,179.0
Phantom Stock (4)	<u>(4)</u>						<u>(6)</u>	<u>(6)</u>	Common Stock	6,752.
Option (5)	\$ 64.58						02/12/2011	02/12/2018	Common Stock	22,00
Option (5)	\$ 9.06						02/10/2012	02/10/2019	Common Stock	32,00
Option (6)	\$ 22.69	01/21/2014		M		12,500	02/09/2013	02/09/2020	Common Stock	12,50
Option (6)	\$ 27.5						04/26/2014	04/26/2021	Common Stock	7,22
Option (6)	\$ 32.27						02/08/2014	02/08/2021	Common Stock	19,05
Option (6)	\$ 23.68	01/21/2014		M		3,087	04/24/2015	04/24/2022	Common Stock	3,08
Option (7)	\$ 27.41						02/26/2014	02/26/2023	Common Stock	6,74
Option (7)	\$ 27.41						02/26/2015	02/26/2023	Common Stock	6,74
Option (7)	\$ 27.41						02/26/2016	02/26/2023	Commons Stock	6,74
Option (7)	\$ 21.67	01/21/2014		M		5,834	<u>(7)</u>	02/14/2022	Common Stock	5,83

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## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lienhard Jerome T 303 PEACHTREE STREET, N.E. ATLANTA, GA 30303

Pres & CEO, SunTrust Mortgage

## **Signatures**

David A. Wisniewski, Attorney-in-Fact for Jerome T.

Lienhard

01/22/2014

\*\*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).
- (1) Sold at varies prices ranging from \$39.65 to \$39.86.
- (2) Includes the following shares which are subject to forteiture: 8,000 which vest on 2/8/2014; 2,728 which vest on 4/26/2014; and 3,186 which vest on 4/24/2015.
- The phantom stock units were acquired under the sunTrust Banks, Inc. Deferred Compensation Plan and convert to common stock on a one-to-one basis.
- (4) Represents restricted stock units, half of which vest on 2/14/2014 and half on 2/15/2015.
- (5) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan
- (6) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan
- (7) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. One third of the award vest each year for three years.

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.

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