#### SUNTRUST BANKS INC

Form 4 April 24, 2014

### FORM 4

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

OMB Number:

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

3235-0287

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

burden hours per response... 0.5

See Instruction 1(b).

Stock

Stock

Common

(Print or Type Responses)

1. Name and Address of Reporting Person ** ROGERS WILLIAM H JR			2. Issuer Name and Ticker or Trading					5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) CHTREE STREE	(Middle)	Symbol SUNTRUST BANKS INC [STI] 3. Date of Earliest Transaction (Month/Day/Year) 04/22/2014				(Check all applicable)  Director 10% Owner _X_ Officer (give title Other (specify below)					
	(Street)			nendment,	Date Original ear)		Ap	Individual or Joint				
ATLANT.	A, GA 30308						_	_ Form filed by One _ Form filed by More rson				
(City)	(State)	(Zip)	Ta	ble I - Non	ı-Derivative Se	curitie	s Acquire	ed, Disposed of, o	r Beneficially	Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	EXECUTION ANY (Month/Da	Date, if	3. Transactic Code (Instr. 8)	4. Securities A orDisposed of (Instr. 3, 4 and	D) _	d (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	04/22/2014			M	46,041.853	` ′	\$ 39.79	160,355.846	D (1)			
Common	04/23/2014			F	22,078	D	\$ 39.79	138,277.846	D (1)			

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

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7,831.5675

Ι

39.79

401(k) (2)

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#### number.

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

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. conNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	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
Phantom Stock (3)	(3)					(3)	<u>(3)</u>	Common Stock	1,720.9444
Phantom Stock (4)	<u>(4)</u>					02/24/2014	02/24/2022	Common Stock	26,791.319
Phantom Stock (4)	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	8,978
Phantom Stock (7)	<u>(7)</u>					02/21/2015	<u>(7)</u>	Common Stock	13,449
Phantom Stock (7)	<u>(7)</u>					02/21/2016	<u>(7)</u>	Common Stock	13,449
Phantom Stock (7)	(7)					02/21/2017	<u>(7)</u>	Common Stock	13,450
Option (5)	\$ 73.14					02/08/2008	02/08/2015	Common Stock	18,000
Option (5)	\$ 71.03					02/14/2009	02/14/2016	Common Stock	32,000
Option (5)	\$ 85.06					02/13/2010	02/13/2017	Common Stock	35,000
Option (5)	\$ 64.58					02/12/2011	02/12/2018	Common Stock	88,800
Option (5)	\$ 29.54					12/31/2011	12/31/2018	Common Stock	100,000
Option (6)	\$ 29.2					04/01/2012	04/01/2021	Common Stock	84,439
Option (6)	\$ 21.67					<u>(7)</u>	02/14/2022	Common Stock	136,200
Option (6)	\$ 27.41					02/26/2014	02/26/2023		36,707

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				Common Stock	
Option (6)	\$ 27.41	02/26/2015	02/26/2023	Common Stock	36,707
Option (6)	\$ 27.41	02/26/2016	02/26/2023	Common Stock	36,707

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ROGERS WILLIAM H JR 303 PEACHTREE STREET, N.E. ATLANTA, GA 30308

Chairman and CEO

### **Signatures**

David A. Wisniewski, Attorney-in-Fact for William H. Rogers, Jr.

04/24/2014

\*\*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).
  - Includes restricted stock granted under SunTrust Banks, Inc. 2004 Stock Plan and the 2009 Stock Plan. Restricted stock agreements
- (1) contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. This plan is exempt under Rule 16(3)-3.
- (2) 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.
- (3) 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 satisfaction of return on asset performance condition of performance-vested restricted stock units granted on 2/14/2012. Granted under the 2009 Stock Plan. Award will settle in shares in February, 2015.
- (5) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
- (6) Granted pursuent to the SunTrust Banks, Inc. 2009 Stock Plan.
- Represents time-vested phantom stock granted on February 21, 2014 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt (7) under Rule 16b-3. The restricted stock unit agreements contain tax withholding provisions which allow us to withhold units to satisfy tax withholding obligations. Units will be settled in shares.

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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