Edgar Filing: SUNTRUST BANKS INC - Form 4

	T BANKS INC									
Form 4 February 24	4 2015									
FORM	ЛЛ							OMB AP	PROVAL	
Washington, D.C. 20549						GE CO	MMISSION	OMB Number:	3235-0287	
Check t if no lou subject Section Form 4 Form 5 obligati may con <i>See</i> Inst 1(b).	nger to 16. or Filed pur ons ntinue.	MENT OF CHA rsuant to Section (a) of the Public 30(h) of the	Expires: Estimated a burden hour response							
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> Fortin Raymond D			2. Issuer Name and Ticker or Trading Symbol SUNTRUST BANKS INC [STI]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 303 PEACHTREE STREET, N.E.			3. Date of Earliest Transaction (Month/Day/Year) 02/20/2015				Director 10% Owner X Officer (give title Other (specify below) below) Corp. EVP & General Counsel			
ATLANT	(Street) A, GA 30308		Amendment, I Month/Day/Ye	Date Original ear)		A 	. Individual or Join pplicable Line) X_ Form filed by Or Form filed by Mo erson	ne Reporting Per	son	
(City)	(State)	(Zip) T	able I - Non	-Derivative Se	curitie	es Acqui	red, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, i any (Month/Day/Year	Code (Instr. 8)		of (D) d 5) (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	02/20/2015		Code V M	Amount 2,357.279	(D) A	Price (6)	45,861.239	D		
Common Stock	02/20/2015		F	1,075	D	\$ 41.08	44,786.239	D		
Common Stock							3,145.6494	I	401(k) (1)	

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

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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. Transactie Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) Disposed of ((Instr. 3, 4, a)) or (D)	Expiration Dat	Expiration Date		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Numbe Shares	
Phantom Stock (2)	(2)						(2)	(2)	Common Stock	1,468	
Phantom Stock <u>(6)</u>	<u>(6)</u>	02/20/2015		М	2,357.279		02/21/2015	(6)	Common Stock	2,35	
Phantom Stock <u>(6)</u>	<u>(6)</u>						02/21/2016	(6)	Common Stock	2,	
Phantom Stock <u>(6)</u>	<u>(6)</u>						02/21/2017	<u>(6)</u>	Common Stock	2,	
Phantom Stock	(7)						02/10/2016	(7)	Common Stock	2,	
Phantom Stock	(7)						02/10/2017	<u>(7)</u>	Common Stock	2,	
Phantom Stock	(7)						02/10/2018	(7)	Common Stock	2,	
Option (3)	\$ 71.03						02/14/2009	02/14/2016	Common Stock	20,	
Option (3)	\$ 85.06						02/13/2010	02/13/2017	Common Stock	18	
Option (3)	\$ 64.58						02/12/2011	02/12/2018	Common Stock	33.	
Option (3)	\$ 9.06						02/10/2012	02/08/2019	Common Stock	100	
Option (4)	\$ 32.27						02/08/2014	02/08/2021	Common Stock	66,	
Option (5)	\$ 21.67						(5)	02/14/2022	Common Stock	30,	
Option (5)	\$ 27.41						02/26/2014	02/26/2023	Common Stock	7,	
Option (5)	\$ 27.41						02/26/2015	02/26/2023	Common Stock	7,	

Option (5) \$ 27.41

7.

Reporting Owners

Reporting Owner Name / Address	Relationships							
r g to the total	Director	10% Owner	Officer	Other				
Fortin Raymond D 303 PEACHTREE STREET, N.E. ATLANTA, GA 30308			Corp. EVP & General Counsel					
Signatures								
David A. Wisniewski, Attorney-in-Fact Fortin	nd D.	02/24/2015						
**Signature of Reporting Person	n		Date					
303 PEACHTREE STREET, N.E. ATLANTA, GA 30308 Signatures David A. Wisniewski, Attorney-in-Fact Fortin	-	nd D.	& General Counsel 02/24/2015					

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) 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.
- (2) 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.
- (3) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
- (4) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan.

withholding obligations. Units will be settled in shares.

(5) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. One third of the award vests each year for three years.

Represents time-vested phantom stock granted on February 21, 2014 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt(6) 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.

Represents time-vested restricted stock units granted on February 10, 2015 under the 2009 Stock Plan. the Plan is exempt under Rule (7) 16b-3. The restricted stock unit award agreements contain tax withholding features which allow us to withhold units to satisfly

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