SUNTRUST BANKS INC

Form 4

February 24, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number: January 31,

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Add Fortin Raymon	•	ing Person *	2. Issuer Name and Ticker or Trading Symbol SUNTRUST BANKS INC [STI]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle) 3. Date of Earliest Transaction		(Check all applicable)			
			(Month/Day/Year)	Director 10% Owner			
303 PEACHTREE STREET, N.E.			02/20/2015	X Officer (give title Other (specify below) Corp. EVP & General Counsel			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
ATLANTA, C	GA 30308		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

		1 613011								
(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. Transactic Code (Instr. 8)	4. Securities a coror Disposed of (Instr. 3, 4 an	of (D)	red (A)	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		M	2,357.279	A	<u>(6)</u>	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. Transaction Code (Instr. 8)	orDeriv Secur Acqui Dispo		or (D)	6. Date Exercise Expiration Date (Month/Day/Y	e	7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	((A)	(D)	Date Exercisable	Expiration Date	Title	Amour Number Shares
Phantom Stock (2)	(2)							(2)	<u>(2)</u>	Common Stock	1,468
Phantom Stock (6)	<u>(6)</u>	02/20/2015		M	2,35	7.279		02/21/2015	<u>(6)</u>	Common Stock	2,35
Phantom Stock (6)	<u>(6)</u>							02/21/2016	<u>(6)</u>	Common Stock	2,
Phantom Stock (6)	<u>(6)</u>							02/21/2017	<u>(6)</u>	Common Stock	2,
Phantom Stock	<u>(7)</u>							02/10/2016	<u>(7)</u>	Common Stock	2,
Phantom Stock	<u>(7)</u>							02/10/2017	<u>(7)</u>	Common Stock	2,
Phantom Stock	<u>(7)</u>							02/10/2018	<u>(7)</u>	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							<u>(5)</u>	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,

Common Option (5) \$ 27.41 02/26/2016 02/26/2023 Stock

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

Fortin Raymond D Corp. EVP & General 303 PEACHTREE STREET, N.E. ATLANTA, GA 30308 Counsel

Signatures

David A. Wisniewski, Attorney-in-Fact for Raymond D. 02/24/2015 Fortin

> **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).
- Because the stock fund component of the 401(k) Plan is accounted for in unit accounting, the number of share equivalents varies based on **(1)** the closing price of SunTrust stock on the applicable measurement date.
- The phantom stock units were acquired under the SunTrust Banks, Inc. Deferred Compensation Plan and convert to common stock on a **(2)** 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.
- (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 16b-3. The restricted stock unit award agreements contain tax withholding features which allow us to withhold units to satisfly
- 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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