

SUNTRUST BANKS INC
 Form 4
 February 29, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Chancy Mark A

(Last) (First) (Middle)
 303 PEACHTREE STREET, N.E.
 (Street)

ATLANTA, GA 30308

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 SUNTRUST BANKS INC [STI]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/26/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Corp. EVP-Wholesale Bank Exec

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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 (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/26/2016		M		24,184.464	A	\$ 34.54
Common Stock	02/26/2016		M		28,919.782	A	\$ 34.54
Common Stock	02/26/2016		F		11,597	D	\$ 34.54
Common Stock	02/26/2016		F		13,635	D	\$ 34.54
Common Stock							1,323.4054
							I ⁽²⁾
							401(k)

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

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(9-02)

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)	5. Number of Derivative 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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount
Phantom Stock ⁽³⁾	<u>(3)</u>					<u>(3)</u> <u>(3)</u>	Common Stock 2,35
Phantom Stock ⁽⁶⁾	<u>(6)</u>					02/21/2017 <u>(6)</u>	Common Stock 5
Phantom Stock ⁽⁷⁾	<u>(7)</u>					02/10/2017 <u>(7)</u>	Common Stock 4
Phantom Stock ⁽⁷⁾	<u>(7)</u>					02/10/2018 <u>(7)</u>	Common Stock 4
Phantom Stock ⁽¹⁾	<u>(1)</u>					02/09/2017 02/09/2017	Common Stock 4
Phantom Stock ⁽¹⁾	<u>(1)</u>					02/09/2018 02/09/2018	Common Stock 4
Phantom Stock ⁽¹⁾	<u>(1)</u>					02/09/2019 02/09/2019	Common Stock 4
Phantom Stock ⁽¹⁾	<u>(1)</u>					02/09/2019 02/09/2019	Common Stock 4
Phantom Stock ⁽¹⁾	<u>(1)</u>					02/09/2020 02/09/2020	Common Stock 4
Option ⁽⁴⁾	\$ 85.06					02/13/2010 02/13/2017	Common Stock 4
Option ⁽⁴⁾	\$ 64.58					02/12/2011 02/12/2018	Common Stock 11
Option ⁽⁴⁾	\$ 29.54					12/31/2011 12/31/2018	Common Stock 7
Option ⁽⁴⁾	\$ 9.06					02/10/2012 02/10/2019	Common Stock 12
Option ⁽⁵⁾	\$ 29.2					04/01/2012 04/01/2021	2

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withholding obligations. Units will be settled in shares.

(8) Represents settlement in stock of performance-vested award granted in 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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