

SUNTRUST BANKS INC

Form 4

February 23, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Lienhard Jerome T

(Last) (First) (Middle)

303 PEACHTREE STREET, N.E.

(Street)

ATLANTA, GA 30303

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/21/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

CEVP and Chief Risk Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/21/2017                              |                                                             | M                                    | 22,421.805                                                              | A                                                                                                                  | \$<br>59.79                                                             | 59,888.365 D                                                      |
| Common<br>Stock                       | 02/21/2017                              |                                                             | M                                    | 2,463.381                                                               | A                                                                                                                  | \$<br>59.79                                                             | 62,351.746 D                                                      |
| Common<br>Stock                       | 02/21/2017                              |                                                             | F                                    | 9,161                                                                   | D                                                                                                                  | \$<br>59.79                                                             | 53,190.746 D                                                      |
| Common<br>Stock                       | 02/21/2017                              |                                                             | F                                    | 1,124                                                                   | D                                                                                                                  | \$<br>59.79                                                             | 52,066.746 D                                                      |

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

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SEC 1474  
(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 of Underlying Security (Instr. 3) |                 |              |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|--------------------------------------------|-----------------|--------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                           | Expiration Date | Title        |
| Phantom Stock <u>(2)</u>                   | <u>(2)</u>                                             |                                      |                                                    |                                |                                                                                         |                                                          |     | <u>(2)</u>                                 | <u>(2)</u>      | Common Stock |
| Phantom Stock <u>(4)</u>                   | <u>(4)</u>                                             | 02/21/2017                           |                                                    | M                              |                                                                                         | 2,463.381                                                |     | 02/21/2017                                 | <u>(4)</u>      | Common Stock |
| Phantom Stock                              | <u>(5)</u>                                             |                                      |                                                    |                                |                                                                                         |                                                          |     | 02/10/2018                                 | <u>(5)</u>      | Common Stock |
| Phantom Stock <u>(1)</u>                   | <u>(1)</u>                                             |                                      |                                                    |                                |                                                                                         |                                                          |     | 02/09/2018                                 | 02/09/2018      | Common Stock |
| Phantom Stock <u>(1)</u>                   | <u>(1)</u>                                             |                                      |                                                    |                                |                                                                                         |                                                          |     | 02/09/2019                                 | 02/09/2019      | Common Stock |
| Option <u>(3)</u>                          | \$ 64.58                                               |                                      |                                                    |                                |                                                                                         |                                                          |     | 02/12/2011                                 | 02/12/2018      | Common Stock |
| Phantom Stock <u>(6)</u>                   | <u>(6)</u>                                             |                                      |                                                    |                                |                                                                                         |                                                          |     | 02/21/2017                                 | 02/21/2017      | Common Stock |
| Phantom Stock <u>(7)</u>                   | <u>(7)</u>                                             |                                      |                                                    |                                |                                                                                         |                                                          |     | 02/14/2020                                 | 02/14/2020      | Common Stock |
| Phantom Stock <u>(8)</u>                   | <u>(8)</u>                                             | 02/21/2017                           |                                                    | A                              |                                                                                         | 25,870.319                                               |     | 02/21/2017                                 | 02/21/2018      | Common Stock |
| Phantom Stock <u>(8)</u>                   | <u>(8)</u>                                             | 02/21/2017                           |                                                    | M                              |                                                                                         | 22,421.805                                               |     | 02/21/2017                                 | 02/21/2018      | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships                                   |
|----------------------------------------------------------------------|-------------------------------------------------|
|                                                                      | Director      10% Owner      Officer      Other |
| Lienhard Jerome T<br>303 PEACHTREE STREET, N.E.<br>ATLANTA, GA 30303 | CEVP and<br>Chief Risk<br>Officer               |

## Signatures

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

02/23/2017

\_\_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).

Represents time-vested restricted stock units granted on February 9, 2016 under the sunTrust Banks, Inc. 2009 Stock Plan. The plan is  
(1) exempt under Rule 16b-3. Units will be settled in shares. The award agreement contains tax withholding features which allow us to withhold units to satisfy withholding obligations.

(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. 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  
(4) 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  
(5) 16b-3. The restricted stock unit award agreements contain tax withholding features which allow us to withhold units to satisfy withholding obligations. Units will be settled in shares.

Represents restricted stock unit award granted on February 21, 2014 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt  
(6) under Rule 16b-3. Transaction represents the satisfaction of EPS/TSR/ROTCE performance conditions. The Restricted Stock Unit award agreements contain tax withholding provisions which allow us to satisfy tax withholding obligations by netting shares. Award will vest on February 21, 2017 and will be settled in shares of common stock.

Represents time-vested restricted stock unit award granted on February 14, 2017 under the SunTrust Banks, Inc. 2009 Stock Plan. The  
(7) plan is exempt under Rule 16b-3. Award will vest on February 14, 2020 and will be settled in Shares of common stock. The Restricted Unit award agreements contain tax withholding provisions which allow us to satisfy tax withholding obligations by netting shares.

Represents performance stock which was granted on February 21, 2014 and which vested on February 21, 2017. Award is settled in  
(8) common stock. Because exceptional performance resulted in the award vesting at greater than 130% of target, the amount that vested in excess of 130% is subject to a one year deferral.

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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