

SUNTRUST BANKS INC
 Form 4
 February 25, 2014

FORM 4

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

OMB APPROVAL

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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 *
ROGERS WILLIAM H JR

(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)
02/21/2014

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)
Chairman and CEO

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 Ownership (Instr. 4)
Common Stock				(A) or (D)	108,305.818	D ⁽¹⁾	
Common Stock				Code V Amount (D) Price	7,817.3287	I	401(k) ⁽²⁾

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

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 (9-02)

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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 Underlying Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Phantom Stock <u>(3)</u>	<u>(3)</u>							<u>(3)</u>	<u>(3)</u>	Common Stock
Phantom Stock <u>(6)</u>	<u>(6)</u>							<u>(6)</u>	<u>(6)</u>	Common Stock
Phantom Stock <u>(4)</u>	<u>(4)</u>	02/24/2014		M	26,791.319			02/24/2014	02/24/2022	Common Stock
Phantom Stock <u>(4)</u>	<u>(4)</u>	02/24/2014		F		8,978		<u>(4)</u>	<u>(4)</u>	Common Stock
Phantom Stock <u>(8)</u>	<u>(8)</u>	02/21/2014		A	13,449			02/21/2015	<u>(8)</u>	Common Stock
Phantom Stock <u>(8)</u>	<u>(8)</u>	02/21/2014		A	13,449			02/21/2016	<u>(8)</u>	Common Stock
Phantom Stock <u>(8)</u>	<u>(8)</u>	02/21/2014		A	13,450			02/21/2017	<u>(8)</u>	Common Stock
Option <u>(5)</u>	\$ 73.19							02/10/2007	02/10/2014	Common Stock
Option <u>(5)</u>	\$ 73.14							02/08/2008	02/08/2015	Common Stock
Option <u>(5)</u>	\$ 71.03							02/14/2009	02/14/2016	Common Stock
Option <u>(5)</u>	\$ 85.06							02/13/2010	02/13/2017	Common Stock
Option <u>(5)</u>	\$ 64.58							02/12/2011	02/12/2018	Common Stock
Option <u>(5)</u>	\$ 29.54							12/31/2011	12/31/2018	Common Stock
Option <u>(7)</u>	\$ 29.2							04/01/2012	04/01/2021	Common Stock
Option <u>(6)</u>	\$ 21.67							<u>(6)</u>	02/14/2022	Common Stock
Option <u>(6)</u>	\$ 27.41							02/26/2014	02/26/2023	Common Stock

