#### SUNTRUST BANKS INC

Form 4

February 19, 2015

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005

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

Check this box

obligations may continue. See Instruction

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 Ad Chancy Mar	•	orting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
		05.111	SUNTRUST BANKS INC [STI]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
303 PEACHTREE STREET, N.E.			(Month/Day/Year) 02/18/2015	Director 10% Owner _X_ Officer (give title Other (specify below)  Corp. EVP-Wholesale Bank Exec		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
ATLANTA, GA 30308			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I. Non Dordon Committee A.			

(City)	(State)	(Zip) Tab	le I - Non-I	<b>Derivative</b>	Secur	ities Acqu	uired, Disposed of	, or Beneficiall	y 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. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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	02/18/2015		M	25,000	A	\$ 29.54	117,330.643	D (2)	
Common Stock	02/18/2015		S	6,500	D	<u>(1)</u>	110,830.643	D	
Common Stock							1,294.9341	I (3)	401(k)

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)	2 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	iorDeriva Securi Acquir	rities ired (A) sposed of . 3, 4,	6. Date Exercis Expiration Dat (Month/Day/Y	te	7. Title and A Underlying S (Instr. 3 and 4	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Phantom Stock (4)	<u>(4)</u>						<u>(4)</u>	<u>(4)</u>	Common Stock	2,308.69
Phantom Stock (7)	<u>(7)</u>						02/21/2015	<u>(7)</u>	Common Stock	5,373
Phantom Stock (7)	(7)						02/21/2016	<u>(7)</u>	Common Stock	5,373
Phantom Stock (7)	<u>(7)</u>						02/21/2017	<u>(7)</u>	Common Stock	5,374
Phantom Stock	<u>(8)</u>						02/10/2016	<u>(8)</u>	Common Stock	4,395
Phantom Stock	<u>(8)</u>						02/10/2017	(8)	Common Stock	4,395
Phantom Stock	<u>(8)</u>						02/10/2018	(8)	Common Stock	4,394
Option (5)	\$ 71.03						02/14/2009	02/14/2016	Common Stock	45,00
Option (5)	\$ 85.06						02/13/2010	02/13/2017	Common Stock	42,00
Option (5)	\$ 64.58						02/12/2011	02/12/2018	Common Stock	115,00
Option (5)	\$ 29.54	02/18/2015		M		25,000	12/31/2011	12/31/2018	Common Stock	25,00
Option (5)	\$ 9.06						02/10/2012	02/10/2019	Common Stock	145,00
Option (6)	\$ 29.2						04/01/2012	04/01/2021	Common Stock	27,710
Option (6)	\$ 21.67						<u>(6)</u>	02/14/2022	Common Stock	55,40
Option (6)	\$ 27.41						02/26/2014	02/26/2023		14,949

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				Stock	
Option (6)	\$ 27.41	02/26/2015	02/26/2023	Common Stock	14,94
Option (6)	\$ 27.41	02/26/2016	02/26/2023	Common	14,94

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
Chancy Mark A			Corp.				
303 PEACHTREE STREET, N.E.			<b>EVP-Wholesale</b>				
ATLANTA, GA 30308			Bank Exec				

## **Signatures**

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David A. Wisniewski, Attorney-in-Fact for Mark A. 02/19/2015 Chancy

> \*\*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).
- (1) Sold at prices ranging from \$41.40 to \$41.41.
- Includes restricted stock granted under SunTrust Banks, Inc. 2004 Stock Plan and the 2009 Stock Plan. Restricted stock agreements (2) contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. This plan is exempt under Rule
- 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.
- The phantom stock units were acquired under SunTrust Banks, Inc.'s Deferred Compensation Plan. These securities convert to common stock on a one-for-one basis.
- (5) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
- (6) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. Award vests annually over the next three years.
- Represents time-vested phantom stock granted on February 21, 2014 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt (7) 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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