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 Number:

Expires:

3235-0287

January 31, 2005

0.5

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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)

may continue.

See Instruction

| 1. Name and Add Lienhard Jeror | * | ing Person * | 2. Issuer Name and Ticker or Trading Symbol SUNTRUST BANKS INC [STI] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|-----------------------------------|----------|--------------|---|--|--|--|--|
| (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 (special below) Pres & CEO, SunTrust Mortgage | | | |
| (Street) | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| ATLANTA, G | GA 30303 | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |

| (City) | (State) | (Zip) Tab | ole I - Non- | Derivative Sec | curitie | s Acquir | ed, 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 Approximately 1. Securities Approximately 1. Securities Amount | of (D) | ed (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> | 41,330.742 | D (1) | |
| Common Stock | 02/20/2015 | | F | 725 | D | \$ 41.08 | 40,605.742 | D | |

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

| 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. Transactic Code (Instr. 8) | orDeriv Secu Acqu Disp | umber of vative rities nired (A) or osed of (D) r. 3, 4, and 5) | Expiration Dat | 5. Date Exercisable and Expiration Date Month/Day/Year) | | 7. Title and Amount Underlying Securitie (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|--|---------------------------------|--|---------------------|---|------------------|---|--|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amor Numl Share | |
| Phantom Stock (2) | <u>(2)</u> | | | | | | <u>(2)</u> | (2) | Common Stock | 1,20 | |
| Phantom Stock (6) | <u>(6)</u> | 02/20/2015 | | M | | 2,357.279 | 02/21/2015 | <u>(6)</u> | Common Stock | 2,3 | |
| 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 | (7) | | | | | | 02/10/2016 | <u>(7)</u> | Common Stock | 2 | |
| Phantom Stock | (7) | | | | | | 02/10/2017 | <u>(7)</u> | Common Stock | 2 | |
| Phantom Stock | (7) | | | | | | 02/10/2018 | <u>(7)</u> | Common Stock | 2 | |
| Option (3) | \$ 64.58 | | | | | | 02/12/2011 | 02/12/2018 | Common Stock | 22 | |
| Option (3) | \$ 9.06 | | | | | | 02/10/2012 | 02/10/2019 | Common Stock | 40 | |
| Option (4) | \$ 27.5 | | | | | | 04/26/2014 | 04/26/2021 | Common Stock | 7 | |
| Option (4) | \$ 32.27 | | | | | | 02/08/2014 | 02/08/2021 | Common Stock | 19 | |
| Option (4) | \$ 23.68 | | | | | | 04/24/2015 | 04/24/2022 | Common Stock | 6 | |
| Option (5) | \$ 27.41 | | | | | | 02/26/2014 | 02/26/2023 | Common Stock | 6 | |
| Option (5) | \$ 27.41 | | | | | | 02/26/2015 | 02/26/2023 | Common Stock | 6 | |
| Option (5) | \$ 27.41 | | | | | | 02/26/2016 | 02/26/2023 | Commons Stock | 6 | |
| Option (5) | \$ 21.67 | | | | | | <u>(5)</u> | 02/14/2022 | Common Stock | 11 | |

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lienhard Jerome T 303 PEACHTREE STREET, N.E. ATLANTA, GA 30303

Pres & CEO, SunTrust Mortgage

Signatures

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

02/24/2015

**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) Includes the following shares which are subject to forteiture: 3,186 shares which vest on 4/25/2015.
- 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. 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 vest 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 (7) 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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