Edgar Filing: SUNTRUST BANKS INC - Form 4

SUNTRUST	BANKS INC									
Form 4										
March 27, 20										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMB APPROVAL			
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287	
Check this if no longe subject to Section 16	CHANGES IN BENEFICIAL OWNE SECURITIES				NERSHIP OF	Expires: Estimated a burden hou	ours per			
Form 5 obligation may contin	obligations may continue. See InstructionSection 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940							response	0.5	
(Print or Type R	esponses)									
1. Name and Address of Reporting Person <u>*</u> RATCLIFFE DAVID M			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			(Cheo	ck all applicable	-)		
			(Month/Day/Year) 03/25/2015				_X_Director10% Owner Officer (give titleOther (specify below) below)			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 				
ATLANTA,	GA 30303						Form filed by M Person	More than One Ro	eporting	
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecurities Ac	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction 1 (Month/Day/Yo	ear) Executio any	emed on Date, if Day/Year)	3. Transactio Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or 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				Code V	Amount	(D) Price	20,000	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transactio Code (Instr. 8)			Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock (1)	<u>(1)</u>	03/25/2015		А	37.0005		<u>(1)</u>	(1)	Common Stock	37.0005
Phantom Stock (2)	(2)						(2)	(2)	Common Stock	3,061.2245

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4.

5. Number of

6. Date Exercisable and 7. Title and Amount of

Reporting Owners

1. Title of 2.

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
RATCLIFFE DAVID M 303 PEACHTREE STREET, N.E. ATLANTA, GA 30303	Х							
Signatures								
David A. Wisniewski, Attorney-in- Ratcliffe		03/27/2015						
** Signature of Reporting		Date						

3. Transaction Date 3A. Deemed

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).

The phantom stock units were accrued udner the SunTrust Banks, Inc. Directors Deferred Compensation Plan and are to be settled upon the reporting person's retirement. Directors' fees are deferred into this plan and are accounted for as if invested in SunTrust common stock. The phantom stock units convert to common stock on a one for one basis. Includes shores acquired as a result of dividend

- (1) the reporting person's remember. Directors rees are deterred into this plan and are accounted for as it invested in sum rust common stock. The phantom stock units convert to common stock on a one-for-one basis. Includes shares acquired as a result of dividend reinvestment since last reported transaction.
- (2) Restricted stock units granted under the SunTrust Banks, Inc. 2009 Stock Plan. Payments commence following the reporting person's departure from the Board of Directors of the SunTrust Banks, Inc. These securities convert to common stock on a one-for-one basis.

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.