Edgar Filing: SUNTRUST BANKS INC - Form 4

| SUNTRUST | BANKS INC | | | | | | | | | |
|---|--|---|-------------|--------------------------------|--|--------------|---|--|-------------------------------------|--|
| Form 4 | | | | | | | | | | |
| July 28, 2015 | | | | | | | | | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION | | | | | | | | OMB APPROVAL | | |
| | - UNITE | DSTATES | | | | | COMMISSION | ONID | 3235-0287 | |
| Check this | s box | | vv as | hington, | D.C. 205 | 49 | | Number: | January 31, | |
| - | if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF | | | | | | Expires: | 2005 | | |
| subject to Section 16 | | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | | Estimated average | | |
| Form 4 or | | SECONTIES | | | | | | burden hou response | • | |
| Form 5 | Filed p | ursuant to | Section 16 | b(a) of the | Securitie | es Exchang | ge Act of 1934, | | | |
| obligation may conti | | 7(a) of the | Public Ut | ility Holdi | ing Com | pany Act o | f 1935 or Sectio | n | | |
| See Instru | | 30(h) | of the Inv | vestment (| Company | Act of 19 | 40 | | | |
| 1(b). | | | | | | | | | | |
| (Print or Type R | esponses) | | | | | | | | | |
| | | | | | | | | | | |
| | ddress of Reportin | ng Person * | | Name and Ticker or Trading | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| SCRUGUS I | FRANK P JR | | Symbol | | | (OT) | 155001 | | | |
| SUN | | | SUNTR | UST BAN | IKS INC | [STI] | (Check all applicable) | | | |
| (Last) | | | | f Earliest Transaction | | | | | | |
| | | | | onth/Day/Year) | | | X_ Director Officer (give | | 6 Owner er (specify | |
| JUJ FEACH | I KEE SI KEE | I, INE | 07/27/20 |)15 | | | below) | below) | er (opeen) | |
| | | | 4. If Amer | 4. If Amendment, Date Original | | | 6. Individual or Joint/Group Filing(Check | | | |
| | | | Filed(Mon | th/Day/Year) | | | Applicable Line) | | | |
| | G 4 20200 | | | | | | _X_ Form filed by 0 Form filed by N | One Reporting Po Iore than One Ro | | |
| ATLANTA, | GA 30308 | | | | | | Person | | -F8 | |
| (City) | (State) | (Zip) | Table | e I - Non-De | erivative S | ecurities Ac | quired, Disposed of | f, or Beneficial | lly Owned | |
| 1.Title of | 2. Transaction Date 2A. | | | 3. | 4. Securities | | 5. Amount of | 1 | 7. Nature of | |
| Security | any | | on Date, if | | TransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5) | | | Form: Direct (D) or Indirect (I) | Indirect Beneficial Ownership | |
| (Instr. 3) | | | /Day/Year) | (Instr. 8) | | | • | | | |
| | | X | | | (| , | Following | (Instr. 4) | (Instr. 4) | |
| | | | | | | (A) | Reported Transaction(s) | | | |
| | | | | | | or | (Instr. 3 and 4) | | | |
| Common | | | | Code V | Amount | (D) Price | | | | |
| Common Stock | | | | | | | 7,301 | D | | |
| Stock | | | | | | | | | | |
| | | | | | | | | | | |

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)

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|---------------|----------------|--------------|

| 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) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Pri Deriv Secu (Insti |
|---|---|---|---|--|--|--|--------------------|---|-------------------------------------|-----------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Stock (1) | <u>(1)</u> | | | | | (1) | (1) | Phantom Stock | 2,916 | |
| Phantom Stock (2) | <u>(2)</u> | 07/27/2015 | | А | 34.153 | (2) | (2) | Phantom Stock | 34.153 | \$4 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| SCRUGGS FRANK P JR 303 PEACHTREE STREET, NE ATLANTA, GA 30308 | Х | | | | | | |
| Signatures | | | | | | | |
| David Wisniewski, Attorney-Fact Scruggs, Jr. | : P. | | 07/28/2015 | | | | |
| <u>**</u> Signature of Reporting P | | 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) 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.

The phantom stock units were accrued under the SunTrust Banks, Inc. Directr's Deferred Compensation Plan and are to be settled(2) following the reporting person's retirement. Director's fees are deferred into this plan and are accounted for as if invested in SunTrust common stock. These phantom stock units 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.