Edgar Filing: SUNTRUST BANKS INC - Form 4

SUNTRUST Form 4	BANKS INC												
April 27, 20	16												
FORM	14 UNITED	статгс	SECII	DITIE	с л	ND EV	~ Ц А	NCEC	OMMISSION		PROVAL		
Washington, D.C. 20549								OMB Number:	3235-0287				
Check this box if no longer						DEVEE				Expires:	January 31, 2005		
subject to Section 16. Form 4 or				NGES IN BENEFICIAL OWN SECURITIES					ERSHIP OF	Estimated average burden hours per response 0			
Form 5 obligatio may cont <i>See</i> Instru 1(b).	ns Section 17(a	a) of the l	Public U	tility H	Holo		npany	Act of	e Act of 1934, 1935 or Section 0	I			
(Print or Type I	Responses)												
1. Name and A Chancy Mar	address of Reporting Reporting	Person <u>*</u>	Symbol			I Ticker or NKS INC		-	5. Relationship of I Issuer				
(Last)	(First) (N	Middle)	3. Date o	f Earliest Transaction					(Check all applicable)				
			(Month/I 04/25/2	/Day/Year) 2016					Director 10% Owner X Officer (give title Other (specify below) below) Corp. EVP-Wholesale Bank Exec				
Filed(Mo			nendment, Date Original onth/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
ATLANTA									Person		C		
(City)		(Zip)		le I - No	on-E	Derivative	Securi	ities Acqu	iired, Disposed of,	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	ate, if Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Year) (Instr. 8) (A)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
Common				Code	V	Amount	(D)	Price	(Instr. 3 and 4)				
Common Stock	04/25/2016			М		25,000	А	\$ 9.06	168,013.299	D			
Common Stock	04/25/2016			М		37,500	А	\$ 29.54	205,513.299	D			
Common Stock	04/25/2016			S		59,287	D	<u>(1)</u>	146,226.299	D			
Common Stock									1,323.5789	I (2)	401(k)		

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

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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. Transactio Code (Instr. 8)	iorDeriva Securi Acqui	rities hired (A) sposed of : 3, 4,	6. Date Exercis Expiration Dat (Month/Day/Y	te	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Phantom Stock (3)	<u>(3)</u>						(3)	(3)	Common Stock	2,374.48
Phantom Stock (4)	<u>(4)</u>						02/21/2017	(4)	Common Stock	5,374
Phantom Stock	<u>(5)</u>						02/10/2017	(5)	Common Stock	4,395
Phantom Stock	<u>(5)</u>						02/10/2018	(5)	Common Stock	4,394
Phantom Stock <u>(6)</u>	<u>(6)</u>						02/09/2017	02/09/2017	Common Stock	4,885
Phantom Stock (6)	<u>(6)</u>						02/09/2018	02/09/2018	Common Stock	4,885
Phantom Stock (6)	<u>(6)</u>						02/09/2019	02/09/2019	Common Stock	4,886
Phantom Stock <u>(6)</u>	<u>(6)</u>						02/09/2019	02/09/2019	Common Stock	45,235
Phantom Stock <u>(6)</u>	<u>(6)</u>						02/09/2020	02/09/2020	Common Stock	45,235
Option (7)	\$ 85.06						02/13/2010	02/13/2017	Common Stock	42,000
Option (7)	\$ 64.58						02/12/2011	02/12/2018	Common Stock	115,00
Option (7)	\$ 29.54	04/25/2016		М		37,500	12/31/2011	12/31/2018	Common Stock	37,500
Option (7)	\$ 9.06	04/25/2016		М		25,000	02/10/2012	02/10/2019	Common Stock	25,000

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Option (8)	\$ 29.2	04/01/2012	04/01/2021	Common Stock	27,716
Option (8)	\$ 21.67	(8)	02/14/2022	Common Stock	55,400
Option (8)	\$ 27.41	02/26/2014	02/26/2023	Common Stock	14,949
Option (8)	\$ 27.41	02/26/2015	02/26/2023	Common Stock	14,949
Option (8)	\$ 27.41	02/26/2016	02/26/2023	Common Stock	14,948

Reporting Owners

Reporting Owner Name / Address	Relationships							
r g	Director	10% Owner	Officer	Other				
Chancy Mark A 303 PEACHTREE STREET, N.E. ATLANTA, GA 30308			Corp. EVP-Wholesale Bank Exec					
Signatures								
David A. Wisniewski, Attorney-in-Fa Chancy		04/27/2016						
**Signature of Reporting Perso	on		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 41.48 to 41.63.
- (2) 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.
- (3) 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.
- Represents time-vested phantom stock granted on February 21, 2014 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt(4) 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(5) 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.

Represents time-vested restricted stock units granted on February 9, 2016 under the SunTrust Banks, Inc. 2009 Stock Plan. the plan is(6) exempt under Rule 16b-03. Units will be settled in shares. The award agreement contains tax withholding features which allow us to withhold units to satisfy withholding obligations.

- (7) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
- (8) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. Award vests annually over the next three years.

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.