

SUNTRUST BANKS INC
 Form 4
 January 23, 2015

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Chancy Mark A

(Last) (First) (Middle)
 303 PEACHTREE STREET, N.E.
 (Street)

ATLANTA, GA 30308

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 SUNTRUST BANKS INC [STI]

3. Date of Earliest Transaction (Month/Day/Year)
 01/21/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Corp. EVP-Wholesale Bank Exec

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, 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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	01/21/2015		S	12,000 D \$ 38.42	65,757	D ⁽¹⁾	
Common Stock					1,293.7967	I ⁽²⁾	401(k)

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

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SEC 1474 (9-02)

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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. Transaction Code (Instr. 8)	5. Number of Derivative 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Phantom Stock ⁽³⁾	⁽³⁾					⁽³⁾ ⁽³⁾	Common Stock 2,308.6946
Phantom Stock ⁽⁷⁾	⁽⁷⁾					02/21/2015 ⁽⁷⁾	Common Stock 5,373
Phantom Stock ⁽⁷⁾	⁽⁷⁾					02/21/2016 ⁽⁷⁾	Common Stock 5,373
Phantom Stock ⁽⁷⁾	⁽⁷⁾					02/21/2017 ⁽⁷⁾	Common Stock 5,374
Option ⁽⁴⁾	\$ 73.14					02/08/2008 02/08/2015	Common Stock 40,000
Option ⁽⁴⁾	\$ 71.03					02/14/2009 02/14/2016	Common Stock 45,000
Option ⁽⁴⁾	\$ 85.06					02/13/2010 02/13/2017	Common Stock 42,000
Option ⁽⁴⁾	\$ 64.58					02/12/2011 02/12/2018	Common Stock 115,000
Option ⁽⁴⁾	\$ 29.54					12/31/2011 12/31/2018	Common Stock 100,000
Option ⁽⁴⁾	\$ 9.06					02/10/2012 02/10/2019	Common Stock 145,000
Option ⁽⁵⁾	\$ 29.2					04/01/2012 04/01/2021	Common Stock 27,716
Option ⁽⁵⁾	\$ 21.67					⁽⁵⁾ 02/14/2022	Common Stock 55,400
Option ⁽⁵⁾	\$ 27.41					02/26/2014 02/26/2023	Common Stock 14,949
Option ⁽⁵⁾	\$ 27.41					02/26/2015 02/26/2023	Common Stock 14,949
Option ⁽⁵⁾	\$ 27.41					02/26/2016 02/26/2023	Common Stock 14,948

Phantom Stock <u>(6)</u>		02/14/2014	02/14/2022	Common Stock	7,178.891
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	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-Fact for Mark A. Chancy	01/23/2015
<u> </u> 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 restricted stock granted under SunTrust Banks, Inc. 2004 Stock Plan and the 2009 Stock Plan. Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. This plan is exempt under Rule 16(b)-3.
 - (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.
 - (4) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
 - (5) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. Award vests annually over the next three years.
 - (6) Represents satisfaction of return on asset performance condition of performance-vested restricted stock units granted on 2/14/2012. Granted under the 2009 Stock Plan. Award will settle in shares in February, 2015.
 - (7) Represents time-vested phantom stock granted on February 21, 2014 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt 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.

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.