

SUNTRUST BANKS INC

Form 4

February 11, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROGERS WILLIAM H JR

(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)
02/09/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)

Chairman and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Beneficial Ownership (Instr. 4)
Common Stock	02/10/2016		M	12,488.935	A \$ 32.84	227,938.115	D
Common Stock	02/10/2016		F	3,872	D \$ 32.84	224,066.115	D
Common Stock						8,125.4743	I 401(k) ⁽²⁾

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

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number.

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 A Underlying S (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Phantom Stock <u>(3)</u>	<u>(3)</u>							<u>(3)</u>	<u>(3)</u>	Common Stock
Phantom Stock <u>(5)</u>	<u>(5)</u>							<u>(5)</u>	<u>(5)</u>	Common Stock
Phantom Stock <u>(6)</u>	<u>(6)</u>							02/21/2016	<u>(6)</u>	Common Stock
Phantom Stock <u>(6)</u>	<u>(6)</u>							02/21/2017	<u>(6)</u>	Common Stock
Phantom Stock	<u>(7)</u>	02/10/2016		M		12,488.935		02/10/2016	<u>(7)</u>	Common Stock
Phantom Stock	<u>(7)</u>							02/10/2017	<u>(7)</u>	Common Stock
Phantom Stock	<u>(7)</u>							02/10/2018	<u>(7)</u>	Common Stock
Phantom Stock <u>(1)</u>	<u>(1)</u>	02/09/2016		A		13,586		02/09/2017	02/09/2017	Common Stock
Phantom Stock <u>(1)</u>	<u>(1)</u>	02/09/2016		A		13,586		02/09/2018	02/09/2018	Common Stock
Phantom Stock <u>(1)</u>	<u>(1)</u>	02/09/2016		A		13,587		02/09/2019	02/09/2019	Common Stock
Option <u>(4)</u>	\$ 71.03							02/14/2009	02/14/2016	Common Stock
Option <u>(4)</u>	\$ 85.06							02/13/2010	02/13/2017	Common Stock
Option <u>(4)</u>	\$ 64.58							02/12/2011	02/12/2018	Common Stock
Option <u>(4)</u>	\$ 29.54							12/31/2011	12/31/2018	Common Stock
Option <u>(5)</u>	\$ 9.06							02/10/2012	02/10/2019	Common Stock
Option <u>(5)</u>	\$ 29.2							04/01/2012	04/01/2021	

						Common Stock
Option <u>(5)</u>	\$ 21.67			<u>(6)</u>	02/14/2022	Common Stock
Option <u>(5)</u>	\$ 27.41			02/26/2014	02/26/2023	Common Stock
Option <u>(5)</u>	\$ 27.41			02/26/2015	02/26/2023	Common Stock
Option <u>(5)</u>	\$ 27.41			02/26/2016	02/26/2023	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROGERS WILLIAM H JR 303 PEACHTREE STREET, N.E. ATLANTA, GA 30308			Chairman and CEO	

Signatures

David A. Wisniewski, Attorney-in-Fact for William H. Rogers, Jr.

02/11/2016

****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) Represents time-vested restricted stock units granted on February 9, 2016 under the sunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt under Rule 16b-3. Units will be settled in shares. The award agreement contains tax withholding features which allow us to withhold units to satisfy withholding obligations.

(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 the SunTrust Banks, Inc. Deferred Compensation Plan and convert to common stock on a one-to-one basis.

(4) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.

(5) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan.

(6) 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.

(7) Represents time-vested restricted stock units granted on February 10, 2015 under the 2009 Stock Plan. the Plan is exempt under Rule 16b-3. The restricted stock unit award agreements contain tax withholding features which allow us to withhold units to satisfy 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.

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