SUNTRUST BANKS INC

Form 4

February 09, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number: January 31,

Expires: 2005 Estimated average

0.5

burden hours per response...

5. Relationship of Reporting Person(s) to

if no longer subject to Section 16. Form 4 or

Check this box

SECURITIES

obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

Common

Common

Stock

Stock

02/06/2015

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person *

| Fortin Rayn | Symbol | Symbol SUNTRUST BANKS INC [STI] | | | | | Issuer (Check all applicable) | | | |
|--------------------------------------|---|---------------------------------|---|---------------|--------|--|---|------------------|----------|--|
| (Last) | (First) (M | | 3. Date of Earliest Transaction (Month/Day/Year) | | | | Director 10% Owner | | | |
| 303 PEACH | | 02/06/2015 | | | | | X Officer (give title Other (specify below) Corp. EVP & General Counsel | | | |
| | (Street) | 4. If Ame | 4. If Amendment, Date Original | | | | 6. Individual or Joint/Group Filing(Check | | | |
| ATLANTA | Filed(Mor | Month/Day/Year) | | | | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (City) | (State) (| Zip) Tabl | e I - Non-D | erivative S | ecurit | ties Acq | uired, Disposed o | f, or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year) | | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) | | | of (D) | 5. Amount of Securities Form: Direct Indirect Beneficially (D) or Benefic Owned Indirect (I) Owners Following (Instr. 4) (Instr. 4) Reported Transportion(s) | | | |
| Common | 02/06/2015 | | Code V | Amount 82,410 | or (D) | Price | Transaction(s) (Instr. 3 and 4) 111,688 | D | | |

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

S

77,049 D

<u>(1)</u>

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

34,639

3,145.6496

D

Ι

401(k) (2)

Edgar Filing: SUNTRUST BANKS INC - Form 4

number.

$\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

| 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) | Secu Secu Acqu or Di (D) | urities uired (A) visposed of tr. 3, 4, | 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 of Number of Shares |
| Phantom Stock (3) | <u>(3)</u> | | | | | | (3) | <u>(3)</u> | Common Stock | 1,468.70 |
| Phantom Stock (4) | <u>(4)</u> | | | | | | 02/14/2014 | 02/14/2022 | Common Stock | 3,040.3 |
| Phantom Stock (8) | <u>(8)</u> | | | | | | 02/21/2015 | <u>(8)</u> | Common Stock | 2,315 |
| Phantom Stock (8) | <u>(8)</u> | | | | | | 02/21/2016 | <u>(8)</u> | Common Stock | 2,315 |
| Phantom Stock (8) | <u>(8)</u> | | | | | | 02/21/2017 | <u>(8)</u> | Common Stock | 2,316 |
| Option (5) | \$ 71.03 | | | | | | 02/14/2009 | 02/14/2016 | Common Stock | 20,00 |
| Option (5) | \$ 85.06 | | | | | | 02/13/2010 | 02/13/2017 | Common Stock | 18,00 |
| Option (5) | \$ 64.58 | | | | | | 02/12/2011 | 02/12/2018 | Common Stock | 33,50 |
| Option (5) | \$ 9.06 | 02/06/2015 | | M | | 82,410 | 02/10/2012 | 02/08/2019 | Common Stock | 82,41 |
| Option (6) | \$ 32.27 | | | | | | 02/08/2014 | 02/08/2021 | Common Stock | 66,30 |
| Option (7) | \$ 21.67 | | | | | | <u>(7)</u> | 02/14/2022 | Common Stock | 30,000 |
| Option (7) | \$ 27.41 | | | | | | 02/26/2014 | 02/26/2023 | Common Stock | 7,753 |
| Option (7) | \$ 27.41 | | | | | | 02/26/2015 | 02/26/2023 | Common Stock | 7,753 |
| Option (7) | \$ 27.41 | | | | | | 02/26/2016 | 02/26/2023 | Common Stock | 7,754 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Fortin Raymond D Corp. EVP 303 PEACHTREE STREET, N.E. & General ATLANTA, GA 30308 Counsel

Signatures

David A. Wisniewski, Attorney-in-Fact for Raymond D. Fortin 02/09/2015

**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) Sold at prices ranging from \$41.61 to \$41.715.
- (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) 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.
- (5) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
- (6) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan.
- (7) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. One third of the award vests each year for three years.

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.

Reporting Owners 3