SUNTRUST BANKS INC

Form 4

February 17, 2015

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations

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

burden hours per 0.5 response...

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Fortin Raymond D			2. Issuer Name and Ticker or Trading Symbol SUNTRUST BANKS INC [STI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
303 PEACHTREE STREET, N.E.		EET, N.E.	02/13/2015	X Officer (give title Other (specify below) Corp. EVP & General Counsel		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
ATLANTA, GA 30308				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tal	ble I - Non	-Derivative Sec	urities	s Acquire	ed, Disposed of, o	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed 3. 4. Securities Acquired (A) or Execution Date, if TransactionDisposed of (D) any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)			5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	02/13/2015		M	8,864.96	A	\$ 41.57	43,503.96	D	
Common Stock	02/13/2015		M	26,646.725	A	\$ 41.57	70,150.685	D	
Common Stock	02/13/2015		F	2,749	D	\$ 41.57	67,401.685	D	
Common Stock	02/13/2015		F	10,560	D	\$ 41.57	56,841.685	D	
Common Stock							3,145.6494	I	401(k) (1)

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

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SEC 1474 (9-02)

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

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)	orDeri Secu Acqu Disp	umber of vative rities nired (A) or osed of (D) r. 3, 4, and	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock (2)	<u>(2)</u>						<u>(2)</u>	(2)	Common Stock	1,468.
Phantom Stock (3)	<u>(3)</u>	02/13/2015		M		8,864.96	02/14/2014	02/14/2022	Common Stock	8,864
Phantom Stock (7)	<u>(7)</u>						02/21/2015	<u>(7)</u>	Common Stock	2,3
Phantom Stock (7)	<u>(7)</u>						02/21/2016	<u>(7)</u>	Common Stock	2,3
Phantom Stock (7)	<u>(7)</u>						02/21/2017	<u>(7)</u>	Common Stock	2,3
Phantom Stock	<u>(8)</u>						02/10/2016	<u>(8)</u>	Common Stock	2,10
Phantom Stock	<u>(8)</u>						02/10/2017	<u>(8)</u>	Common Stock	2,10
Phantom Stock	<u>(8)</u>						02/10/2018	<u>(8)</u>	Common Stock	2,10
Option (4)	\$ 71.03						02/14/2009	02/14/2016	Common Stock	20,0
Option (4)	\$ 85.06						02/13/2010	02/13/2017	Common Stock	18,0
Option (4)	\$ 64.58						02/12/2011	02/12/2018	Common Stock	33,5
Option (4)	\$ 9.06						02/10/2012	02/08/2019	Common Stock	100,
Option (5)	\$ 32.27						02/08/2014	02/08/2021	Common Stock	66,3

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Option (6)	\$ 21.67	<u>(6)</u>	02/14/2022	Common Stock	30,0
Option (6)	\$ 27.41	02/26/2014	02/26/2023	Common Stock	7,7
Option (6)	\$ 27.41	02/26/2015	02/26/2023	Common Stock	7,7
Option (6)	\$ 27.41	02/26/2016	02/26/2023	Common Stock	7,7

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 02/17/2015

**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) 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.
- (2) 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.
- (3) 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.
- (4) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
- (5) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan.
- (6) 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 (7) 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 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.

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.

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