

SUNTRUST BANKS INC  
Form 4  
January 22, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Lienhard Jerome T

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

ATLANTA, GA 30303

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
01/21/2014

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)  
Pres & CEO, SunTrust Mortgage

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/21/2014		M		12,500	A	\$ 22.69
Common Stock	01/21/2014		M		5,834	A	\$ 23.68
Common Stock	01/21/2014		M		3,087	A	\$ 21.67
Common Stock	01/21/2014		S		31,457	D	\$ 46,067

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474  
(9-02)

**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 Number of Shares
Phantom Stock <sup>(3)</sup>	<sup>(3)</sup>					<sup>(3)</sup> <sup>(3)</sup>	Common Stock 1,179.0
Phantom Stock <sup>(4)</sup>	<sup>(4)</sup>					<sup>(6)</sup> <sup>(6)</sup>	Common Stock 6,752.
Option <sup>(5)</sup>	\$ 64.58					02/12/2011 02/12/2018	Common Stock 22,00
Option <sup>(5)</sup>	\$ 9.06					02/10/2012 02/10/2019	Common Stock 32,00
Option <sup>(6)</sup>	\$ 22.69	01/21/2014		M	12,500	02/09/2013 02/09/2020	Common Stock 12,50
Option <sup>(6)</sup>	\$ 27.5					04/26/2014 04/26/2021	Common Stock 7,22
Option <sup>(6)</sup>	\$ 32.27					02/08/2014 02/08/2021	Common Stock 19,05
Option <sup>(6)</sup>	\$ 23.68	01/21/2014		M	3,087	04/24/2015 04/24/2022	Common Stock 3,08
Option <sup>(7)</sup>	\$ 27.41					02/26/2014 02/26/2023	Common Stock 6,74
Option <sup>(7)</sup>	\$ 27.41					02/26/2015 02/26/2023	Common Stock 6,74
Option <sup>(7)</sup>	\$ 27.41					02/26/2016 02/26/2023	Common Stock 6,74
Option <sup>(7)</sup>	\$ 21.67	01/21/2014		M	5,834	<sup>(7)</sup> 02/14/2022	Common Stock 5,83

