

SUNTRUST BANKS INC
 Form 4
 February 13, 2017

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 *
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)
 02/09/2017

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)
 Chairman and CEO

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 | | 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 | 02/09/2017 | | M | | 13,901.098 | A | \$ 57.73 | 403,499.098 | D | |
| Common Stock | 02/09/2017 | | F | | 4,310 | D | \$ 57.73 | 399,189.098 | D | |
| Common Stock | 02/10/2017 | | M | | 12,766.601 | A | \$ 57.76 | 411,955.699 | D | |
| Common Stock | 02/10/2017 | | F | | 5,328 | D | \$ 57.76 | 406,627.699 | D | |
| Common Stock | | | | | | | | 8,083.3821 | 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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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 Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Phantom Stock <u>(2)</u> | <u>(2)</u> | | | | | <u>(2)</u> <u>(2)</u> | Common Stock 1,82 |
| Phantom Stock <u>(4)</u> | <u>(4)</u> | | | | | <u>(4)</u> <u>(4)</u> | Common Stock 17,8 |
| Phantom Stock <u>(5)</u> | <u>(5)</u> | | | | | 02/21/2017 <u>(5)</u> | Common Stock 1 |
| Phantom Stock | <u>(6)</u> | 02/10/2017 | | M | 12,776.601 | 02/10/2017 <u>(6)</u> | Common Stock 12,7 |
| Phantom Stock | <u>(6)</u> | | | | | 02/10/2018 <u>(6)</u> | Common Stock 1 |
| Phantom Stock <u>(7)</u> | <u>(7)</u> | 02/09/2017 | | M | 13,901.098 | 02/09/2017 02/09/2017 | Common Stock 13,9 |
| Phantom Stock <u>(7)</u> | <u>(7)</u> | | | | | 02/09/2018 02/09/2018 | Common Stock 1 |
| Phantom Stock <u>(7)</u> | <u>(7)</u> | | | | | 02/09/2019 02/09/2019 | Common Stock 1 |
| Option <u>(3)</u> | \$ 85.06 | | | | | 02/13/2010 02/13/2017 | Common Stock 3 |
| Option <u>(3)</u> | \$ 64.58 | | | | | 02/12/2011 02/12/2018 | Common Stock 8 |
| Option <u>(3)</u> | \$ 29.54 | | | | | 12/31/2011 12/31/2018 | Common Stock 6 |
| Option <u>(4)</u> | \$ 9.06 | | | | | 02/10/2012 02/10/2019 | Common Stock 16 |
| Option <u>(4)</u> | \$ 29.2 | | | | | 04/01/2012 04/01/2021 | Common Stock 8 |
| Option <u>(4)</u> | \$ 21.67 | | | | | <u>(5)</u> 02/14/2022 | 13 |

| Option ⁽⁴⁾ | \$ 27.41 | | | 02/26/2014 | 02/26/2023 | Common Stock 3 |
|-----------------------|----------|--|--|------------|------------|----------------|
| Option ⁽⁴⁾ | \$ 27.41 | | | 02/26/2015 | 02/26/2023 | Common Stock 3 |
| Option ⁽⁴⁾ | \$ 27.41 | | | 02/26/2016 | 02/26/2023 | Common Stock 3 |

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. 02/13/2017

**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) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
- (4) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan.
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.
- (6) 16b-3. 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.
- (7) 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.

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.