SUNTRUST BANKS INC

Form 4

February 19, 2015

FORM 4

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

OMB 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

SECURITIES

burden hours per response...

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Chancy Mark A			Symbol		Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
			SUNTR	UST BA	NKS INC [STI]	(Check all applicable)			
(Last)	(First) (N	Middle)	3. Date of	Earliest Ti	ransaction		• •		
			(Month/D	ay/Year)		Director	10%	Owner	
303 PEACHTREE STREET, N.E.			02/18/20	015		_X_ Officer (give below)	e title Other	er (specify	
						· · · · · · · · · · · · · · · · · · ·	-Wholesale Ban	k Exec	
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
			Filed(Mon	nth/Day/Year	r)	Applicable Line) _X_ Form filed by One Reporting Person			
ATLANTA,	GA 30308					Form filed by M Person	1 0		
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative Securities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of	2. Transaction Date	2A. Deer	med	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature	
Security	(Month/Day/Year)	Executio	on Date, if	Transacti	on(A) or Disposed of (D)	Securities	Form: Direct	Indirect	
(Instr. 3)		any		Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficia	

Owned

Following

Indirect (I)

(Instr. 4)

Ownership

(Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Common 02/18/2015 F 21,285 D 89,545.643 $\mathbf{D}^{(1)}$ Stock 41.3

(Instr. 8)

Common I (2) 1,294.9341 401(k) Stock

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

(Month/Day/Year)

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

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)	5. onNumber of Derivat Securit Acquire (A) or Dispose of (D) (Instr. 3 4, and 5	er E (I tive ies ed ed	5. Date Exercis Expiration Dat Month/Day/Y	e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (I	E	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock (3)	<u>(3)</u>						<u>(3)</u>	<u>(3)</u>	Common Stock	2,308.6946
Phantom Stock (6)	<u>(6)</u>					O	02/21/2015	<u>(6)</u>	Common Stock	5,373
Phantom Stock (6)	<u>(6)</u>					0	02/21/2016	<u>(6)</u>	Common Stock	5,373
Phantom Stock (6)	<u>(6)</u>					O	02/21/2017	<u>(6)</u>	Common Stock	5,374
Phantom Stock	(7)					O	02/10/2016	<u>(7)</u>	Common Stock	4,395
Phantom Stock	(7)					O	02/10/2017	<u>(7)</u>	Common Stock	4,395
Phantom Stock	(7)					C	02/10/2018	<u>(7)</u>	Common Stock	4,394
Option (4)	\$ 71.03					O	02/14/2009	02/14/2016	Common Stock	45,000
Option (4)	\$ 85.06					0	02/13/2010	02/13/2017	Common Stock	42,000
Option (4)	\$ 64.58					0	02/12/2011	02/12/2018	Common Stock	115,000
Option (4)	\$ 29.54					1	12/31/2011	12/31/2018	Common Stock	75,000
Option (4)	\$ 9.06					O	02/10/2012	02/10/2019	Common Stock	145,000
Option (5)	\$ 29.2					0	04/01/2012	04/01/2021	Common Stock	27,716
Option (5)	\$ 21.67						<u>(5)</u>	02/14/2022	Common Stock	55,400
Option (5)	\$ 27.41					C	02/26/2014	02/26/2023		14,949

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				Common Stock	
Option (5)	\$ 27.41	02/26/2015	02/26/2023	Common Stock	14,949
Option (5)	\$ 27.41	02/26/2016	02/26/2023	Common Stock	14,948

Reporting Owners

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
Chancy Mark A			Corp.			
303 PEACHTREE STREET, N.E.			EVP-Wholesale			
ATLANTA, GA 30308			Bank Exec			

Signatures

David A. Wisniewski, Attorney-in-Fact for Mark A.
Chancy
02/19/2015

**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).
- Includes restricted stock granted under SunTrust Banks, Inc. 2004 Stock Plan and the 2009 Stock Plan. Restricted stock agreements
- (1) contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. This plan is exempt under Rule 16(b)-3.
- (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 SunTrust Banks, Inc.'s Deferred Compensation Plan. These securities convert to common stock on a one-for-one basis.
- (4) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
- (5) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. Award vests annually over the next three years.
- Represents time-vested phantom stock granted on February 21, 2014 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt (6) 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 (7) 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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