Edgar Filing: SUNTRUST BANKS INC - Form 4

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Kurnber: Janua Subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Estimated average Section 16. SECURITIES Estimated average Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Estimated average obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 1935 or Section Market or Type Responses) 30(h) of the Investment Company Act of 1940 1940 1. Name and Address of Reporting Person 1(b). 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Insmore Bradford R Symbol Issuer (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Check all applicable)	AL -0287 iry 31, 2005 0.5				
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB APPROV Check this box if no longer subject to Section 16. Form 4 or Form 5 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES OMB APPROV StateMent to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction 1(b). StateMent 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 State of Earliest Suppol 1. Name and Address of Reporting Person 1 (b). 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 2. Last (First) Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director Last (First) Director (Month/Day/Year) 303 PEACHTREE STREET, N.E. 02/20/2015 Street vice President (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person Form filed by One Reporting Person 	-0287 ry 31, 2005				
Check this box if no longer subject to Section 16. Form 4 or Form 5 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES OMB Number: SECURITIES 3238 Check this box if no longer subject to Section 16. Form 4 or Form 5 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Expires: SECURITIES Expires: State of 1934, obligations may continue. Sec Instruction 1(b). State of expires Expires: Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 Section 17(a) of the Public Utility Holding Company Act of 1940 Section 17(a) of the Public Utility Holding Company Act of 1940 Section 17(a) of the Public Utility Holding Company Act of 1940 Section 17(a) of the Public Utility Holding Company Act of 1940 Section 17(a) of the Investment Company Act of 1940 Section 17(a) of the Public Utility Holding Company Act of 1940 Section 17(a) of the Investment Company Act of 1940 Section 17(a) of the Investment Company Act of 1940 Section 17(a) of the Investment Company Act of 1940 Section 17(a) of the Investment Company Act of 1940 Section 17(a) of the Securities Exchange Symbol Section 17(a) of the Investment Company Act of 1940 Section 17(a) of the Investment Company Act of 1940 Section 17(a) of the Investment Company Act of 1940 Section 17(a) of the Investment Company Act of 1940 Section 17(a) of the Investment Company Act of 1940 Section 17(a) of the Investment Company Act of 1940 Section 17(a) of the Investment Company Act of 1940 Section 17(a) of the Investment Company Act of 1940 <t< th=""><th>-0287 ry 31, 2005</th></t<>	-0287 ry 31, 2005				
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if no longer subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Expires: Curve Estimated average burden hours per response Form 4 or Form 5 may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction 1(b). Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 Section 17(a) of the Public Utility Holding Company Act of 1940 1(b). (Print or Type Responses) 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Check all applicable) 303 PEACHTREE STREET, N.E. 02/20/2015 — Director Officer (give till below) 10% Owner 0fficable Line) 	2005				
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. Estimated average burden hours per response Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 10(b). Estimated average burden hours per response (Print or Type Responses) Section 17(a) of the Investment Company Act of 1940 1(b). Section 17(a) of the Investment Company Act of 1940 1(b). (Print or Type Responses) Support Section Symbol Support Symbol SUNTRUST BANKS INC [STI] (Check all applicable) (Last) (First) Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 					
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Form 4 or response Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section see Instruction 30(h) of the Investment Company Act of 1935 or Section 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person* 2. Issuer Name and Ticker or Trading Symbol Symbol ULast) (First) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director (Street) 4. If Amendment, Date Original (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) Suplicable Line) X. Form filed by One Reporting Person ATL ANTA GA 30303	0.5				
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1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading Symbol Dinsmore Bradford R SUNTRUST BANKS INC [STI] (Last) (First) (Last) (First) 303 PEACHTREE STREET, N.E. 02/20/2015 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) ATLANTA GA 30303 5. Relationship of Reporting Person(s) to Issuer					
(Print or Type Responses) 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Check all applicable) 303 PEACHTREE STREET, N.E. 02/20/2015 — Director					
1. Name and Address of Reporting Person. [*] 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Check all applicable) 303 PEACHTREE STREET, N.E. 02/20/2015 — Director10% Owner10% Owner10% Owner10% Owner (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line)X_ Form filed by One Reporting PersonForm filed by More than One Reporting					
Dinsmore Bradford R Symbol Issuer SUNTRUST BANKS INC [STI] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 303 PEACHTREE STREET, N.E. 02/20/2015 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 5. Individual or Joint/Group Filing(Check ATLANTA GA 30303 5. Torm filed by More than One Reporting					
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(Last) (First) (Middle) 3. Date of Earliest Transaction 303 PEACHTREE STREET, N.E. (Month/Day/Year)					
303 PEACHTREE STREET, N.E. (Month/Day/Year)					
303 PEACHTREE STREET, N.E. 02/20/2015 X Officer (give title Other (specify below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check (Street) Filed(Month/Day/Year) Applicable Line) X Form filed by One Reporting Person					
(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) ATLANTA GA 30303 Form filed by One Reporting Person					
Filed(Month/Day/Year) Applicable Line) _X_Form filed by One Reporting Person					
Filed(Month/Day/Year) Applicable Line) _X_Form filed by One Reporting Person					
ATLANTA GA 30303					
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	d				
1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nat	ure of				
Security (Month/Day/Year) Execution Date, if Transactionor Disposed of (D) Securities Ownership Indire	Indirect Beneficial Ownership				
(Month/Day/Year) (Instr. 8) (Month/Day/Year) (Instr. 8) Following or Indirect (Instr.	· · ·				
(A) Reported (I)					
(A) Transaction(s) (Instr. 4) or (Instr. 3 and 4)					
Code V Amount (D) Price					
Common 02/20/2015 M 2,357.279 A (4) 33,905.742 D (1)					
Stock NI 2,551.217 II II 55,765.142 D					
Common Stock 02/20/2015 F 787 D \$\$ 41.57 33,118.742 D					

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.

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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. Transactic Code (Instr. 8)	onDeri Secu Acqu Disp	urities uired (oosed (6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)		(D)	Date Exercisable	Expiration Date	Title	Amour Numbe Shares
Phantom Stock (4)	<u>(4)</u>	02/20/2015		М		2,3	57.279	02/21/2015	(4)	Common Stock	2,357
Phamton Stock (4)	<u>(4)</u>							02/21/2016	(4)	Common Stock	2,3
Phantom Stock (4)	<u>(4)</u>							02/21/2017	(4)	Common Stock	2,3
Phantom Stock	<u>(5)</u>							02/10/2016	(5)	Common Stock	2,3
Phantom Stock	(5)							02/10/2017	(5)	Common Stock	2,3
Phantom Stock	<u>(5)</u>							02/10/2018	(5)	Common Stock	2,3
Option (2)	\$ 19.98							08/09/2011	08/09/2021	Common Stock	6,7
Option (3)	\$ 21.67							(3)	02/14/2022	Common Stock	5,8
Option (3)	\$ 27.41							02/26/2014	02/26/2023	Common Stock	5,8
Option (3)	\$ 27.41							02/26/2015	02/26/2023	Common Stock	5,8
Option (3)	\$ 27.41							02/26/2016	02/26/2023	Common Stock	5,8

Reporting Owners

Reporting Owner Name / Address	Relationships							
1. 8	Director	10% Owner	Officer	Other				
Dinsmore Bradford R 303 PEACHTREE STREET, N.E. ATLANTA. GA 30303			Exec Vice President	;				

Signatures

David A. Wisniewski, Attorney-in-Fact for Bradford R. Dinsmore

02/24/2015

Date

<u>**</u>Signature of Reporting Person

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) Includes the following shares which are subject to forteiture: 10,000 shares which vest on 4/24/2015. Includes shares acquired through reinvestment of dividends.
- (2) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan.
- (3) 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(4) 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(5) 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.