SUNTRUST BANKS INC

Form 4 April 27, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

OMB Number:

OMB APPROVAL

3235-0287

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue.

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Tanner Bruce L

2. Issuer Name and Ticker or Trading Symbol

SUNTRUST BANKS INC [STI]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First)

303 PEACHTREE STREET, NE

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

04/26/2016

(Check all applicable)

X_ Director Officer (give title below)

10% Owner Other (specify

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

ATLANTA, GA 30308

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A) or

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

Code V Amount (D) Price

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 3. Transaction Date 3A. Deemed 5. Number of 4 Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative Security or Exercise Code Securities Acquired (Instr. 3) Price of (Month/Day/Year) (Instr. 8) (A) or Disposed of

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

(9-02)

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Derivative Security			(D) (Instr. 3, 4, and 5)					
			Code V	(A)	(D) Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Phantom Stock (1)	<u>(1)</u>	04/26/2016	A	2,827.5212	<u>(1)</u>	<u>(1)</u>	Common Stock	2,827.52
Phantom Stock (2)	<u>(2)</u>				(2)	(2)	Common Stock	1,073.19

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting owner runner runners	Director	10% Owner	Officer	Other		
Tanner Bruce L 303 PEACHTREE STREET, NE ATLANTA, GA 30308	X					

Signatures

David Wisniewski, Attorney-in-Fact for Bruce L.

Tanner

04/27/2016

**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) Restricted stock units granted under the SunTrust Banks, Inc. 2009 Stock Plan. Payments commence following the reporting person's departure from the Board of Directors of the SunTrust Banks, Inc. These securities convert to common stock on a one-for-one basis.
- The phantom stock units were accrued under the SunTrust Banks, Inc. Directors Deferred Compensation Plan and are to be settled upon (2) the reporting person's retirement. Directors' fees are deferred into this plan and are accounted for as if invested in SunTrust common stock. These phantom stock units convert to common stock on a one-for-one basis.

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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