SUNTRUST BANKS INC

Form 4

February 25, 2014

FORM 4

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

OMB Number: 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

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

burden hours per response... 0.5

See Instruction 1(b).

Stock

(Print or Type Responses)

1. Name and Ad CARRIG KE	•	ing Person *	2. Issuer Name and Ticker or Trading Symbol SUNTRUST BANKS INC [STI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(====== air apprication)		
303 PEACHTREE STREET, NE			(Month/Day/Year) 02/21/2014	X Director 10% Owner X Officer (give title Other (specify below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
ATLANTA,	GA 30308		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned		

		Table 1 - Non-Delivative Securities Acquired, Disposed of, or Delicitedary Owned							
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transactio	nAcquired	(A) or	Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	Disposed	of (D)	Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	4 and 5)	Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)	
					(4)	Reported			
					(A)	Transaction(s)			
			Code V	Amount	or (D) Price	(Instr. 3 and 4)			
			Code V	Amount	(D) Price				
Common						13.140 (1)	D		
C41-						15,110			

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

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. Number on 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 or Number of Shares
Phantom Stock (4)	<u>(4)</u>					02/14/2014	02/14/2022	Common Stock	3,867.354
Phantom Stock (5)	<u>(5)</u>	02/21/2014		A	2,315	02/21/2015	(5)	Common Stock	2,315
Phantom Stock (5)	<u>(5)</u>	02/21/2014		A	2,315	02/21/2016	<u>(5)</u>	Common Stock	2,315
Phantom Stock (5)	<u>(5)</u>	02/21/2014		A	2,316	02/21/2015	(5)	Common Stock	2,316
Option (2)	\$ 25.95					06/14/2014	06/14/2021	Common Stock	35,500
Option (3)	\$ 21.67					(3)	02/14/2022	Common Stock	30,000
Option (3)	\$ 27.41					02/26/2014	02/26/2023	Common Stock	7,753
Option (3)	\$ 27.41					02/26/2015	02/26/2023	Common Stock	7,753
Option (3)	\$ 27.41					02/26/2016	02/26/2023	Common Stock	7,754

Reporting Owners

Reporting Owner Name / Address	Kelationships						
1	Director	10% Owner	Officer	Other			
CARRIG KENNETH J 303 PEACHTREE STREET, NE ATLANTA. GA 30308	X		CEVP & Chief HR Officer				

Signatures

David A. Wisniewski, Attorney-in-Fact for Kenneth J.
Carrig
02/25/2014

**Signature of Reporting Person Date

Reporting Owners 2

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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 13,140 shares of restricted stock which vest on June 14, 2014.
- (2) Granted under the SunTrust Banks, Inc. 2009 Stock Plan.
- (3) Granted pursuant to the 2009 SunTrust Banks, Inc. Stock Plan. One third of the award vests each year for three years.
- (4) Represents satisfaction of return on asset performance condition of performance-vested restricted stock units granted on 2/14/2012. Granted under the 2009 Stock Plan. Award will settle in shares in February, 2015.
- Represents time-vested phantom stock granted on February 21, 2014 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt (5) 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.

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.