#### SUNTRUST BANKS INC

Form 4 July 24, 2014

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287 January 31, Expires:

2005

0.5

**OMB APPROVAL** 

Estimated average burden hours per

response...

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

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

	Address of Repor	rting Person *	2. Issuer	Name and	Ticker or Trading	5. Relations	5. Relationship of Reporting Person(s) to Issuer			
Lienhard Je	rome T		Symbol	LICT DA	NIZO INO IOTII	Issuer				
			SUNTRUST BANKS INC [STI]				(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of	Earliest Tr	ansaction					
			(Month/D	ay/Year)		Direct				
303 PEACH	HTREE STRE	EET, N.E.	07/23/20	)14		X Office below)	er (give title Ot below)	her (specify		
						· · · · · · · · · · · · · · · · · · ·	& CEO, SunTrust N	Iortgage		
	(Street)		4. If Amer	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
			Filed(Mon	Filed(Month/Day/Year)			Applicable Line)			
							ed by One Reporting I			
ATLANTA	, GA 30303					Person	ed by More than One F	Reporting		
(City)	(State)	(Zip)	Table	e I - Non-D	Perivative Securities A	cquired, Dispo	osed of, or Beneficia	ally Owned		
1.Title of	2. Transaction	n Date 2A. D	eemed	3.	4. Securities	5. Amount o	f 6. Ownership	7. Nature of		
Security	(Month/Day/	Year) Execu	tion Date, if	Transacti	onAcquired (A) or	Securities	Form: Direct	Indirect		

(Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

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

Code V Amount (D) Price

Common 07/23/2014 S 9,445 D (1) 32,841  $D^{(2)}$ Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

# Edgar Filing: SUNTRUST BANKS INC - Form 4

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. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		te	7. Title and A Underlying So (Instr. 3 and 4	ecurities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock (3)	<u>(3)</u>					(3)	(3)	Common Stock	1,188.0333
Phantom Stock (4)	<u>(4)</u>					02/14/2014	02/14/2022	Common Stock	2,282.854
Phantom Stock (8)	<u>(8)</u>					02/21/2015	(8)	Common Stock	2,315
Phantom Stock (8)	<u>(8)</u>					02/21/2016	(8)	Common Stock	2,315
Phantom Stock (8)	<u>(8)</u>					02/21/2017	(8)	Common Stock	2,316
Option (5)	\$ 64.58					02/12/2011	02/12/2018	Common Stock	22,000
Option (5)	\$ 9.06					02/10/2012	02/10/2019	Common Stock	40,400
Option (6)	\$ 27.5					04/26/2014	04/26/2021	Common Stock	7,226
Option (6)	\$ 32.27					02/08/2014	02/08/2021	Common Stock	19,050
Option (6)	\$ 23.68					04/24/2015	04/24/2022	Common Stock	6,173
Option (7)	\$ 27.41					02/26/2014	02/26/2023	Common Stock	6,748
Option (7)	\$ 27.41					02/26/2015	02/26/2023	Common Stock	6,748
Option (7)	\$ 27.41					02/26/2016	02/26/2023	Commons Stock	6,747
Option (7)	\$ 21.67					<u>(7)</u>	02/14/2022	Common Stock	11,666

#### Edgar Filing: SUNTRUST BANKS INC - Form 4

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lienhard Jerome T 303 PEACHTREE STREET, N.E. ATLANTA, GA 30303

Pres & CEO, SunTrust Mortgage

### **Signatures**

David A. Wisniewski, Attorney-in-Fact for Jerome T. Lienhard

07/24/2014

\*\*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) Sold at various prices ranging from \$38.10 to \$38.33.
- (2) Includes the following shares which are subject to forteiture: 3,186 shares which vest on 4/25/2015.
- 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.
- (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.
- (5) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan
- (6) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan
- (7) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. One third of the award vest 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 (8) 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.

Reporting Owners 3