SUNTRUST BANKS INC

Form 4

February 12, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per

response...

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

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address Freeman Thoma	ss of Reporting Person * s E	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			
(Last)	(Prist) (Wildle)		Discrete ii 100/ Occurs ii		
303 PEACHTRE	EE STREET, N.E.	(Month/Day/Year) 02/10/2015	Director 10% Owne _X Officer (give title Other (special below) Corp. EVP & Chief Credit Off.		
((Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
ATLANTA, GA	30308		Form filed by More than One Reporting Person		

ATLANTA, GA 30308	
-------------------	--

(City)	(State) (Z	Zip) Table	I - Non-D	erivative Securities Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock			Code V	Amount (D) Price	41,615 (4)	D (2)	
Common Stock					128 (4)	I	Son
Common Stock					640.9974	I (1)	401(k)

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

Edgar Filing: SUNTRUST BANKS INC - Form 4

number.

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)	Code Securities (Month/Day/Year) (Instr. 3 and		Expiration Date		Securities		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units (3)	<u>(3)</u>						(3)	(3)	Common Stock	1,486.212
Phantom Stock (5)	<u>(5)</u>						02/14/2014	02/14/2022	Common Stock	2,944
Phantom Stock (9)	<u>(9)</u>						02/21/2015	<u>(9)</u>	Common Stock	3,761
Phantom Stock (9)	<u>(9)</u>						02/21/2016	<u>(9)</u>	Common Stock	3,761
Phantom Stock (9)	<u>(9)</u>						02/21/2017	<u>(9)</u>	Common Stock	3,762
Phantom Stock	(10)	02/10/2015		A	3,111		02/10/2016	(10)	Common Stock	3,111
Phantom Stock	(10)	02/10/2015		A	3,111		02/10/2017	(10)	Common Stock	3,111
Phantom Stock	(10)	02/10/2015		A	3,111		02/10/2018	(10)	Common Stock	3,111
Option (6)	\$ 71.03						02/14/2009	02/14/2016	Common Stock	18,000
Option (6)	\$ 85.06						02/13/2010	02/13/2017	Common Stock	20,000
Option (6)	\$ 64.58						02/12/2011	02/12/2018	Common Stock	81,400
Option (6)	\$ 9.06						02/10/2012	02/10/2019	Common Stock	250,000
Option (7)	\$ 9.06						02/10/2012	02/10/2019	Common Stock	25,276
Option (8)	\$ 29.2						04/01/2012	04/01/2021	Common Stock	27,349

Edgar Filing: SUNTRUST BANKS INC - Form 4

O	ption (8)	\$ 21.67	(8)	02/14/2022	Common Stock	44,400
0	ption (8)	\$ 27.41	02/26/2014	02/26/2023	Common Stock	13,495
O	ption (8)	\$ 27.41	02/26/2015	02/26/2023	Common Stock	13,495
O	ption (8)	\$ 27.41	02/26/2016	02/26/2023	Common Stock	13,496

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Freeman Thomas E 303 PEACHTREE STREET, N.E. ATLANTA, GA 30308

Corp. EVP & Chief Credit Off.

Signatures

David A. Wisniewski, Attorney-in-Fact for Thomas E. Freeman

02/12/2015

**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).
- (1) 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.
- Includes restricted stock granted under SunTrust Banks, Inc. 2004 Stock Plan and the 2009 Stock Plan. Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. This plan is exempt under Rule 16(b).3
- (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) Includes shares acquired through dividend reinvestment.
- (5) 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.
- (6) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan. Includes shares acquired upon dividend reinvestment.
- (7) Granted pursuant to the SunTrust Banks, Inc. 2004 StockPlan.
- (8) 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 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 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.

Reporting Owners 3

Edgar Filing: SUNTRUST BANKS INC - Form 4

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.