Edgar Filing: SUNTRUST BANKS INC - Form 4

| SUNTRUST | BANKS INC | | | | | | | | | | |
|--|---|---|---|-------------|--|------------------|--------|--|--|---|--|
| Form 4 | ~ ~ ~ | | | | | | | | | | |
| October 02, 2 | | | | | | | | | | | |
| FORM | 4 UNITED S | TATES SE | | | | | IGE (| COMMISSION | | PPROVAL 3235-0287 | |
| Check this if no long subject to Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b). | Filed purs Section 17(a | Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES 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 | | | | | | | | January 31, 2005 average rs per 0.5 | |
| (Print or Type R | esponses) | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> RATCLIFFE DAVID M | | | 2. Issuer Name and Ticker or Trading Symbol SUNTRUST BANKS INC [STI] | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| | | | | | | | -1 | (Check all applicable) | | | |
| 303 PEACHTREE STREET, N.E. | | | 3. Date of Earliest Transaction(Month/Day/Year)09/30/2015 | | | | | X_ Director 10% Owner Officer (give title Other (specify below) below) | | | |
| (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 Person | | | |
| ATLANTA, | GA 30303 | | | | | | | Form filed by I Person | More than One Re | eporting | |
| (City) | (State) (2 | Zip) | Table I - N | on-De | erivative S | ecurit | ies Ac | quired, Disposed o | of, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Da any (Month/Day/ | Cod Year) (Inst | e tr. 8) | 4. Securit nAcquired Disposed (Instr. 3, 4) | (A) or of (D) |) | 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 | | | | | | | | 20,000 | D | | |
| Common Stock | | | | | | | | 1,271 | Ι | LLC (3) | |

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.

 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. Transacti Code (Instr. 8) | 5. Number of actionDerivative Securities 8) 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 (2) | <u>(2)</u> | | | | | | (2) | (2) | Common Stock | 2,916.1604 |
| Phantom Stock (1) | <u>(1)</u> | 09/30/2015 | | А | 39.2259 | | <u>(1)</u> | <u>(1)</u> | Common Stock | 39.2259 |

Reporting Owners

| Reporting Owner Name / Address | | Relationsh | | | |
|--|------------|-------------------|--|-------|--|
| | Director | 10% Owner Officer | | Other | |
| RATCLIFFE DAVID M 303 PEACHTREE STREET, N.E. ATLANTA, GA 30303 | Х | | | | |
| Signatures | | | | | |
| David A. Wisniewski, Attorney-in- Ratcliffe | 10/02/2015 | | | | |
| **Signature of Reporting | | 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).

The phantom stock units were accrued udner the SunTrust Banks, Inc. Directors Deferred Compensation Plan and are to be settled upon the reporting person's retirement. Directors' fees are deferred into this plan and are accounted for as if invested in SunTrust common

- (1) the reporting person's remember. Directors rees are deterred into this plan and are accounted for as it invested in sum rust common stock. The phantom stock units convert to common stock on a one-for-one basis. Includes shares acquired as a result of dividend reinvestment since last reported transaction.
- (2) 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.
- (3) Shares held by a limited liability company which the reporting person controls.

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.