

SUNTRUST BANKS INC

Form 4/A

February 11, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ROGERS WILLIAM H JR

(Last) (First) (Middle)

303 PEACHTREE STREET, N.E.

(Street)

ATLANTA, GA 30308

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

SUNTRUST BANKS INC [STI]

3. Date of Earliest Transaction  
(Month/Day/Year)

08/26/2015

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
08/26/2015

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Chairman and CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 08/26/2015                              |                                                             | P                                    | 2,610 A (3)                                                                | 215,449.18                                                                                                         | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 8,018.6525                                                                                                         | I                                                                    | 401(k) (1)                                                        |

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

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SEC 1474  
(9-02)

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount or<br>Number of<br>Shares                           |
| Phantom<br>Stock <u>(2)</u>                         | <u>(2)</u>                                                            |                                         |                                                             |                                         |                                                                                                                       | <u>(2)</u> <u>(2)</u>                                          | Common<br>Stock 1,764.8527                                          |
| Phantom<br>Stock <u>(5)</u>                         | <u>(5)</u>                                                            |                                         |                                                             |                                         |                                                                                                                       | <u>(3)</u> <u>(3)</u>                                          | Common<br>Stock 17,813.319                                          |
| Phantom<br>Stock <u>(6)</u>                         | <u>(6)</u>                                                            |                                         |                                                             |                                         |                                                                                                                       | 02/21/2016 <u>(6)</u>                                          | Common<br>Stock 13,449                                              |
| Phantom<br>Stock <u>(6)</u>                         | <u>(6)</u>                                                            |                                         |                                                             |                                         |                                                                                                                       | 02/21/2017 <u>(6)</u>                                          | Common<br>Stock 13,450                                              |
| Phantom<br>Stock                                    | <u>(7)</u>                                                            |                                         |                                                             |                                         |                                                                                                                       | 02/10/2016 <u>(7)</u>                                          | Common<br>Stock 12,221                                              |
| Phantom<br>Stock                                    | <u>(7)</u>                                                            |                                         |                                                             |                                         |                                                                                                                       | 02/10/2017 <u>(7)</u>                                          | Common<br>Stock 12,221                                              |
| Phantom<br>Stock                                    | <u>(7)</u>                                                            |                                         |                                                             |                                         |                                                                                                                       | 02/10/2018 <u>(7)</u>                                          | Common<br>Stock 12,221                                              |
| Option <u>(4)</u>                                   | \$ 71.03                                                              |                                         |                                                             |                                         |                                                                                                                       | 02/14/2009 02/14/2016                                          | Common<br>Stock 32,000                                              |
| Option <u>(4)</u>                                   | \$ 85.06                                                              |                                         |                                                             |                                         |                                                                                                                       | 02/13/2010 02/13/2017                                          | Common<br>Stock 35,000                                              |
| Option <u>(4)</u>                                   | \$ 64.58                                                              |                                         |                                                             |                                         |                                                                                                                       | 02/12/2011 02/12/2018                                          | Common<br>Stock 88,800                                              |
| Option <u>(4)</u>                                   | \$ 29.54                                                              |                                         |                                                             |                                         |                                                                                                                       | 12/31/2011 12/31/2018                                          | Common<br>Stock 100,000                                             |
| Option <u>(5)</u>                                   | \$ 9.06                                                               |                                         |                                                             |                                         |                                                                                                                       | 02/10/2012 02/10/2019                                          | Common<br>Stock 250,000                                             |
| Option <u>(5)</u>                                   | \$ 29.2                                                               |                                         |                                                             |                                         |                                                                                                                       | 04/01/2012 04/01/2021                                          | Common<br>Stock 84,439                                              |
| Option <u>(5)</u>                                   | \$ 21.67                                                              |                                         |                                                             |                                         |                                                                                                                       | <u>(6)</u> 02/14/2022                                          | Common<br>Stock 136,200                                             |
| Option <u>(5)</u>                                   | \$ 27.41                                                              |                                         |                                                             |                                         |                                                                                                                       | 02/26/2014 02/26/2023                                          | 36,707                                                              |

|                       |          |            |            |                 |        |
|-----------------------|----------|------------|------------|-----------------|--------|
|                       |          |            |            | Common<br>Stock |        |
| Option <sup>(5)</sup> | \$ 27.41 | 02/26/2015 | 02/26/2023 | Common<br>Stock | 36,707 |
| Option <sup>(5)</sup> | \$ 27.41 | 02/26/2016 | 02/26/2023 | Common<br>Stock | 36,707 |

## Reporting Owners

| Reporting Owner Name / Address                                         | Relationships |           |                  |       |
|------------------------------------------------------------------------|---------------|-----------|------------------|-------|
|                                                                        | Director      | 10% Owner | Officer          | Other |
| ROGERS WILLIAM H JR<br>303 PEACHTREE STREET, N.E.<br>ATLANTA, GA 30308 |               |           | Chairman and CEO |       |

## Signatures

David A. Wisniewski, Attorney-in-Fact for William H. Rogers, Jr. 01/11/2016

\_\_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) 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.
- (2) 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.
- (3) Sold at prices ranging from \$38.29 to \$38.30.
- (4) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
- (5) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan.
- (6) 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.
- (7) 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 satisfy 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.