SUNTRUST BANKS INC

Form 4

February 11, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number: January 31,

OMB APPROVAL

2005 Estimated average

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Form 5 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

(Print or Type Responses)

1(b).

(Last)

(C:+-)

1. Name and Address of Reporting Person * Chancy Mark A

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Middle)

SUNTRUST BANKS INC [STI]

3. Date of Earliest Transaction

(Month/Day/Year) 02/09/2016

Director 10% Owner _X__ Officer (give title _ Other (specify

(Check all applicable)

Corp. EVP-Wholesale Bank Exec

below)

(Street)

(Ctota)

303 PEACHTREE STREET, N.E.

(First)

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 Form filed by More than One Reporting

Person

ATLANTA, GA 30308

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative Se	curitie	es Acquir	ed, Disposed of,	or Beneficiall	y 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)	or Disposed (Instr. 3, 4 an	Securities Acquired (A) Disposed of (D) str. 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	02/10/2016		Code V M	Amount 4,490.988	(D)	Price \$ 32.84	76,660.413	D	
Common Stock	02/10/2016		F	1,538	D	\$ 32.84	75,122.413	D	
Common Stock							1,323.4054	I (2)	401(k)

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

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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)	4. Transactic Code (Instr. 8)	Acquired	e Securities (A) or of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying Se (Instr. 3 and 4
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Phantom Stock (3)	<u>(3)</u>			Couc ,	(11)		(3)	<u>(3)</u>	Common Stock
Phantom Stock (6)	<u>(6)</u>						02/21/2016	<u>(6)</u>	Common Stock
Phantom Stock (6)	<u>(6)</u>						02/21/2017	<u>(6)</u>	Common Stock
Phantom Stock	<u>(7)</u>	02/10/2016		M		4,490.988	02/10/2016	<u>(7)</u>	Common Stock
Phantom Stock	<u>(7)</u>						02/10/2017	<u>(7)</u>	Common Stock
Phantom Stock	<u>(7)</u>						02/10/2018	<u>(7)</u>	Common Stock
Phantom Stock (1)	(1)	02/09/2016		A	4,885		02/09/2017	02/09/2017	Common Stock
Phantom Stock (1)	(1)	02/09/2016		A	4,885		02/09/2018	02/09/2018	Common Stock
Phantom Stock (1)	(1)	02/09/2016		A	4,886		02/09/2019	02/09/2019	Common Stock
Phantom Stock (1)	<u>(1)</u>	02/09/2016		A	45,235		02/09/2019	02/09/2019	Common Stock
Phantom Stock (1)	(1)	02/09/2016		A	45,235		02/09/2020	02/09/2020	Common Stock
Option (4)	\$ 71.03						02/14/2009	02/14/2016	Common Stock
Option (4)	\$ 85.06						02/13/2010	02/13/2017	Common Stock
Option (4)	\$ 64.58						02/12/2011	02/12/2018	Common Stock
Option (4)	\$ 29.54						12/31/2011	12/31/2018	Common Stock
Option (4)	\$ 9.06						02/10/2012	02/10/2019	

				Common Stock
Option (5)	\$ 29.2	04/01/2012	04/01/2021	Common Stock
Option (5)	\$ 21.67	<u>(5)</u>	02/14/2022	Common Stock
Option (5)	\$ 27.41	02/26/2014	02/26/2023	Common Stock
Option (5)	\$ 27.41	02/26/2015	02/26/2023	Common Stock
Option (5)	\$ 27.41	02/26/2016	02/26/2023	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Chancy Mark A			Corp.			
303 PEACHTREE STREET, N.E.			EVP-Wholesale			
ATLANTA, GA 30308			Bank Exec			

Signatures

David A. Wisniewski, Attorney-in-Fact for Mark A. Chancy 02/11/2016

**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).
- Represents time-vested restricted stock units granted on February 9, 2016 under the SunTrust Banks, Inc. 2009 Stock Plan. the plan is exempt under Rule 16b-03. Units will be settled in shares. The award agreement contains tax withholding features which allow us to withhold units to satisfy withholding obligations.
- (2) 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.
- (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) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
- (5) 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 (6) 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 (7) 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

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