#### SUNTRUST BANKS INC

Form 4

February 29, 2016

## FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

Stock

1. Name and Address of Reporting Person * CARRIG KENNETH J			2. Issuer Name <b>and</b> Ticker or Trading Symbol SUNTRUST BANKS INC [STI]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
303 PEACHTREE STREET, NE			(Month/Day/Year) 02/26/2016	_X_ Director 10% Owner X Officer (give title Other (specifical below) CEVP & Chief HR Officer			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
ATLANTA, GA 30308			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

	,	Person									
(City)	(State)	(Zip) Tal	Zip) Table I - Non-Derivative Securities Acquire					d, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Additional Amount	)	d (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	02/26/2016		M	12,543.752	A	\$ 34.54	79,424.024	D			
Common Stock	02/26/2016		M	14,999.819	A	\$ 34.54	94,423.843	D			
Common Stock	02/26/2016		F	6,015	D	\$ 34.54	88,408.843	D			
Common	02/26/2016		F	7,193	D	\$ 34.54	81,215.843	D			

34.54

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

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SEC 1474 (9-02)

## 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. Transaction Code (Instr. 8)	TransactionDerivative Code Securities Acquired		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Phantom Stock (4)	<u>(4)</u>						02/21/2015	<u>(4)</u>	Common Stock	
Phantom Stock	<u>(5)</u>						02/10/2017	<u>(5)</u>	Commons Stock	
Phantom Stock	<u>(5)</u>						02/10/2018	<u>(5)</u>	Common Stock	
Phantom Stock (1)	<u>(1)</u>						02/09/2017	02/09/2017	Common Stock	
Phantom Stock (1)	(1)						02/09/2018	02/09/2018	Common Stock	
Phantom Stock (1)	(1)						02/09/2019	02/09/2019	Common Stock	
Option (2)	\$ 25.95						06/14/2014	06/14/2021	Common Stock	
Option (3)	\$ 21.67						<u>(3)</u>	02/14/2022	Common Stock	
Option (3)	\$ 27.41						02/26/2014	02/26/2023	Common Stock	
Option (3)	\$ 27.41						02/26/2015	02/26/2023	Common Stock	
Option (3)	\$ 27.41						02/26/2016	02/26/2023	Common Stock	
Option (6)	\$ 34.54	02/26/2016		M	12,543.75	2	<u>(6)</u>	<u>(6)</u>	Common Stock	12.
Option (6)	\$ 34.54	02/26/2016		M	14,999.81	9	<u>(6)</u>	<u>(6)</u>	Common Stock	14.

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CARRIG KENNETH J

303 PEACHTREE STREET, NE X CEVP & Chief HR Officer

ATLANTA, GA 30308

## **Signatures**

David Wisniewski, Attorney-in-Fact for Kenneth J.
Carrig
02/29/2016

\*\*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 (1) 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) Granted under the SunTrust Banks, Inc. 2009 Stock Plan.
- (3) Granted pursuant to the 2009 SunTrust Banks, Inc. Stock Plan. One third of the award vests 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 (4) 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
- (5) 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.
- (6) Represents settlement in stock of performance-vested award granted in 2013.

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.

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