#### SUNTRUST BANKS INC

Form 4/A March 09, 2016

### FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Expires: January 31, 2005

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Form 4 or 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

2. Issuer Name and Ticker or Trading

1(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Fortin Ray	mond D	, 1 615011 _	Symbol		ANKS INC	C	Is	suer (Check	all applicable)	
(Last)	(First) (	(Middle)	3. Date of	of Earliest	Fransaction			(Check	ан аррисаотс)	•
` ,	HTREE STREET	, N.E.		Day/Year)				Director X_ Officer (give ticlow) Corp. EVP		Owner r (specify
ATLANTA	(Street) A, GA 30308			onth/Day/Ye	Oate Original ar)		A <sub>1</sub>	Individual or Join pplicable Line)  _ Form filed by On _ Form filed by Mo erson	e Reporting Per	son
(City)	(State)	(Zip)	Tal	ble 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. Deem Execution any (Month/D	Date, if	3. Transactic Code (Instr. 8)	4. Securities corr Disposed (Instr. 3, 4 an	of (D)	red (A)	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			M	2,150.974	A	\$ 32.84	49,450.603	D (1)	
Common Stock	02/10/2016			F	667	D	\$ 32.84	48,783.603	D (1)	

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

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Ι

401(k) (2)

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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. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title Nu	
Phantom Stock (3)	(3)				(12)	(2)	(3)	<u>(3)</u>	Common Stock 1.	
Phantom Stock (7)	<u>(7)</u>						02/21/2015	<u>(7)</u>	Common Stock	
Phantom Stock (7)	<u>(7)</u>						02/21/2016	<u>(7)</u>	Common Stock	
Phantom Stock (7)	<u>(7)</u>						02/21/2017	<u>(7)</u>	Common Stock	
Phantom Stock	<u>(8)</u>	02/10/2016		M		2,150.974	02/10/2016	<u>(8)</u>	Common Stock 2	
Phantom Stock	<u>(8)</u>						02/10/2017	(8)	Common Stock	
Phantom Stock	<u>(8)</u>						02/10/2018	(8)	Common Stock	
Phantom Stock (9)	<u>(9)</u>	02/09/2016		A	2,339		02/09/2017	<u>(9)</u>	Common Stock	
Phantom Stock (9)	<u>(9)</u>	02/09/2016		A	2,339		02/09/2018	<u>(9)</u>	Common Stock	
Phantom Stock (9)	<u>(9)</u>	02/09/2016		A	2,339		02/09/2019	<u>(9)</u>	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)	\$ 9.06						02/10/2012	02/08/2019	Common Stock	
Option (5)	\$ 32.27						02/08/2014	02/08/2021	Common Stock	
Option (6)	\$ 21.67						<u>(6)</u>	02/14/2022		

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				Common Stock
Option (6)	\$ 27.41	02/26/2014	02/26/2023	Common Stock
Option (6)	\$ 27.41	02/26/2015	02/26/2023	Common Stock
Option (6)	\$ 27.41	02/26/2016	02/26/2023	Common Stock

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Fortin Raymond D			Corp. EVP				
303 PEACHTREE STREET, N.E.			& General				
ATLANTA, GA 30308			Counsel				

## **Signatures**

David A. Wisniewski, Attorney-in-Fact for Raymond D. Fortin 03/09/2016

\*\*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 the SunTrust Banks, Inc. Deferred Compensation Plan and convert to common stock on a one-to-one basis.
- (4) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
- (5) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan.
- (6) Granted pursuant to the SunTrust Banks, Inc. 2009 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 (7) 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.
- Filed to report grants inadvertiantly omitted form original report. Represents time-vested restricted stock units granted on February 9, (9) 2016 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. 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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