

SUNTRUST BANKS INC

Form 4

April 27, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fortin Raymond D

(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)

04/26/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

Corp. EVP & General Counsel

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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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	04/25/2016		S	30,950 D	29,173.564 (2)	D	
Common Stock					1,052.1233	I	401(k) (3)

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

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information contained in this form are not
required to respond unless the form
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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 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 Derivative Securities 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 <u>(4)</u>	<u>(4)</u>					<u>(4)</u> <u>(4)</u>	Common Stock 1,510.5546
Phantom Stock <u>(5)</u>	<u>(5)</u>					02/21/2015 <u>(5)</u>	Common Stock 2,315
Phantom Stock <u>(5)</u>	<u>(5)</u>					02/21/2016 <u>(5)</u>	Common Stock 2,315
Phantom Stock <u>(5)</u>	<u>(5)</u>					02/21/2017 <u>(5)</u>	Common Stock 2,316
Phantom Stock	<u>(6)</u>					02/10/2017 <u>(6)</u>	Common Stock 2,104
Phantom Stock	<u>(6)</u>					02/10/2018 <u>(6)</u>	Common Stock 2,104
Phantom Stock <u>(7)</u>	<u>(7)</u>					02/09/2017 <u>(7)</u>	Common Stock 2,339
Phantom Stock <u>(7)</u>	<u>(7)</u>					02/09/2018 <u>(7)</u>	Common Stock 2,339
Phantom Stock <u>(7)</u>	<u>(7)</u>					02/09/2019 <u>(7)</u>	Common Stock 2,339
Option <u>(8)</u>	\$ 85.06					02/13/2010 02/13/2017	Common Stock 18,000
Option <u>(8)</u>	\$ 64.58					02/12/2011 02/12/2018	Common Stock 33,500
Option <u>(8)</u>	\$ 9.06					02/10/2012 02/08/2019	Common Stock 100,863
Option <u>(9)</u>	\$ 32.27					02/08/2014 02/08/2021	Common Stock 66,300
Option <u>(10)</u>	\$ 21.67					<u>(10)</u> 02/14/2022	Common Stock 30,000
	\$ 27.41					02/26/2014 02/26/2023	7,753

Option (10)				Common Stock	
Option (10)	\$ 27.41	02/26/2015	02/26/2023	Common Stock	7,753
Option (10)	\$ 27.41	02/26/2016	02/26/2023	Common Stock	7,754

Reporting Owners

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

Signatures

David A. Wisniewski, Attorney-in-Fact for Raymond D. Fortin 04/27/2016

__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) Sold at prices ranging from \$41.42 to \$41.52.
- (2) Balance reflects prior transaction which was exempt from reporting pursuant to Rule 16a-12.
- (3) 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.
- (4) 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.
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.
- (5) 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.
- (6) Represents time-vested restricted stock units granted on February 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 satisfy withholding obligations. Units will be settled in shares.
- (7) 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.
- (8) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
- (9) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan.
- (10) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. One third of the award vests each year for three years.

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.