

SUNTRUST BANKS INC
 Form 4
 February 13, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Smith Dorinda C

(Last) (First) (Middle)
 303 PEACHTREE STREET, NE
 (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)
 02/09/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Pres & CEO SunTrust Mortgage

6. Individual or Joint/Group Filing(Check Applicable Line)
 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					1,001.489	D	
Common Stock	02/09/2017		M	1,250.249 A	\$ 57.73 2,251.738	D	
Common Stock	02/09/2017		F	385 D	\$ 57.73 1,866.738	D	
Common Stock	02/10/2017		M	520.342 A	\$ 57.76 2,387.08	D	
Common Stock	02/10/2017		F	168 D	\$ 57.76 2,219.08	D	

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Common Stock	02/10/2017	M	103.216	A	\$ 57.76	2,322.296	D
Common Stock	02/10/2017	F	34	D	\$ 57.76	2,288.296	D
Common Stock	02/10/2017	M	877.143	A	\$ 57.76	3,165.439	D
Common Stock	02/10/2017	F	306	D	\$ 57.76	2,859.439	D

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

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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 ⁽¹⁾	<u>(1)</u>	02/10/2017		M	(A) 103.216	02/11/2017	<u>(1)</u>	Common Stock	103.21
Phantom Stock ⁽¹⁾	<u>(1)</u>	02/10/2017		M	(A) 520.342	02/11/2017	<u>(1)</u>	Common Stock	520.34
Phantom Stock ⁽¹⁾	<u>(1)</u>	02/10/2017		M	(A) 877.143	02/11/2018	<u>(1)</u>	Common Stock	877.14
Phantom Stock ⁽¹⁾	<u>(1)</u>	02/09/2017		M	(A) 1,250.249	02/09/2017	<u>(1)</u>	Common Stock	1,250.24
Phantom Stock ⁽¹⁾	<u>(1)</u>					02/09/2018	<u>(1)</u>	Common Stock	1,221
Phantom Stock ⁽¹⁾	<u>(1)</u>					02/09/2019	<u>(1)</u>	Common Stock	1,222

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Pres & CEO SunTrust Mortgage

Smith Dorinda C
303 PEACHTREE STREET, NE
ATLANTA, GA 30308

Signatures

David Wisniewski, Attorney-in-Fact for Dorinda C.
Smith

02/13/2017

__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 granted under SunTrust Banks, Inc. 2004 Stock Plan and the 2009 Stock Plan. Restricted stock
(1) agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. This plan is exempt
under Rule 16(b)-3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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