

SUNTRUST BANKS INC
Form 4
April 24, 2014

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 *
Freeman Thomas E

2. Issuer Name and Ticker or Trading Symbol
SUNTRUST BANKS INC [STI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
303 PEACHTREE STREET, N.E.

3. Date of Earliest Transaction (Month/Day/Year)
04/22/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Corp. EVP & Chief Credit Off.

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ATLANTA, GA 30308

(City) (State) (Zip)

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	04/22/2014		M	V Amount 14,912.687 A	\$ 39.79 63,996.699	D (2)	
Common Stock	04/23/2014		F	V Amount 6,892 D	\$ 39.79 57,104.699	D (2)	
Common Stock					125	I	Son
Common Stock					631.3951	I (1)	401(k)

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

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(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)	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 Units ⁽³⁾	⁽³⁾					⁽³⁾	⁽³⁾	Common Stock	1,463.9679
Phantom Stock ⁽⁴⁾	⁽⁴⁾					02/14/2014	02/14/2022	Common Stock	2,944
Phantom Stock ⁽⁸⁾	⁽⁸⁾					02/21/2015	⁽⁸⁾	Common Stock	3,761
Phantom Stock ⁽⁸⁾	⁽⁸⁾					02/21/2016	⁽⁸⁾	Common Stock	3,761
Phantom Stock ⁽⁸⁾	⁽⁸⁾					02/21/2017	⁽⁸⁾	Common Stock	3,762
Option ⁽⁵⁾	\$ 71.03					02/14/2009	02/14/2016	Common Stock	18,000
Option ⁽⁵⁾	\$ 85.06					02/13/2010	02/13/2017	Common Stock	20,000
Option ⁽⁵⁾	\$ 64.58					02/12/2011	02/12/2018	Common Stock	81,400
Option ⁽⁵⁾	\$ 9.06					02/10/2012	02/10/2019	Common Stock	250,000
Option ⁽⁶⁾	\$ 9.06					02/10/2012	02/10/2019	Common Stock	25,276
Option ⁽⁷⁾	\$ 29.2					04/01/2012	04/01/2021	Common Stock	27,349
Option ⁽⁷⁾	\$ 21.67					⁽⁷⁾	02/14/2022	Common Stock	44,400

