

SUNTRUST BANKS INC  
 Form 4  
 February 11, 2016

**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 \*  
**ROGERS WILLIAM H JR**

(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)  
**02/09/2016**

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)  
 Chairman and CEO

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		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)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	02/10/2016		M		12,488.935	A	\$ 32.84	227,938.115	D	
Common Stock	02/10/2016		F		3,872	D	\$ 32.84	224,066.115	D	
Common Stock								8,125.4743	I	401(k) (2)

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

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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 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 Underlying Security (Instr. 3 and 4)
				Code	V	(A)	(D)	
								Title
Phantom Stock <u>(3)</u>	<u>(3)</u>							<u>(3)</u> <u>(3)</u> Common Stock
Phantom Stock <u>(5)</u>	<u>(5)</u>							<u>(5)</u> <u>(5)</u> Common Stock
Phantom Stock <u>(6)</u>	<u>(6)</u>							02/21/2016 <u>(6)</u> Common Stock
Phantom Stock <u>(6)</u>	<u>(6)</u>							02/21/2017 <u>(6)</u> Common Stock
Phantom Stock	<u>(7)</u>	02/10/2016		M		12,488.935		02/10/2016 <u>(7)</u> Common Stock
Phantom Stock	<u>(7)</u>							02/10/2017 <u>(7)</u> Common Stock
Phantom Stock	<u>(7)</u>							02/10/2018 <u>(7)</u> Common Stock
Phantom Stock <u>(1)</u>	<u>(1)</u>	02/09/2016		A		13,586		02/09/2017      02/09/2017      Common Stock
Phantom Stock <u>(1)</u>	<u>(1)</u>	02/09/2016		A		13,586		02/09/2018      02/09/2018      Common Stock
Phantom Stock <u>(1)</u>	<u>(1)</u>	02/09/2016		A		13,587		02/09/2019      02/09/2019      Common Stock
Option <u>(4)</u>	\$ 71.03							02/14/2009      02/14/2016      Common Stock
Option <u>(4)</u>	\$ 85.06							02/13/2010      02/13/2017      Common Stock
Option <u>(4)</u>	\$ 64.58							02/12/2011      02/12/2018      Common Stock
Option <u>(4)</u>	\$ 29.54							12/31/2011      12/31/2018      Common Stock
Option <u>(5)</u>	\$ 9.06							02/10/2012      02/10/2019      Common Stock
Option <u>(5)</u>	\$ 29.2							04/01/2012      04/01/2021      Common Stock

