

SUNTRUST BANKS INC
 Form 4
 February 23, 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 *
 Gillani Aleem

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

ATLANTA, GA 30303

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/19/2016

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)
 Corp. Exex. Vice Pres and CFO

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)
			Code	V Amount (A) or (D) Price			
Common Stock	02/19/2016		M	3,561.143 A \$ 34.15	219,708.341	D	
Common Stock					7,155.725	I	401(k) ⁽³⁾
Common Stock					1,500	I	Custodial Account ⁽²⁾
Common Stock					950	I	IRA
Common Stock					400	I	Roth IRA

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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 Number of Shares
Phantom Stock	(4)					(4) (4)	Common Stock	1,035	
Phantom Stock (6)	(6)	02/19/2016		M	3,561.143	02/21/2016 (6)	Common Stock	3,561	
Phantom Stock (6)	(6)					02/21/2017 (6)	Common Stock	3,561	
Phantom Stock	(7)					02/10/2016 (7)	Common Stock	3,561	
Phantom Stock	(7)					02/10/2017 (7)	Common Stock	3,561	
Phantom Stock	(7)					02/10/2018 (7)	Common Stock	3,561	
Phantom Stock (1)	(1)					02/09/2017 02/09/2017	Common Stock	3,561	
Phantom Stock (1)	(1)					02/09/2018 02/09/2018	Common Stock	3,561	
Phantom Stock (1)	(1)					02/09/2019 02/09/2019	Common Stock	3,561	
Option (5)	\$ 27.41					02/26/2016 02/26/2023	Common Stock	11,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gillani Aleem 303 PEACHTREE STREET, N.E.			Corp. Exec. Vice Pres and CFO	

