

SUNTRUST BANKS INC
 Form 4
 November 14, 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 *
 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)
 11/10/2016

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. EVP & General Counsel

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	11/10/2016		S	30,000 D <u>11</u>	13,565.564	D	
Common Stock					1,049.285	I	401(k) <u>(2)</u>

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

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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>(3)</u>	<u>(3)</u>					<u>(3)</u> <u>(3)</u>	Common Stock 1,528.3507
Phantom Stock <u>(4)</u>	<u>(4)</u>					02/21/2015 <u>(4)</u>	Common Stock 2,315
Phantom Stock <u>(4)</u>	<u>(4)</u>					02/21/2016 <u>(4)</u>	Common Stock 2,315
Phantom Stock <u>(4)</u>	<u>(4)</u>					02/21/2017 <u>(4)</u>	Common Stock 2,316
Phantom Stock <u>(5)</u>	<u>(5)</u>					02/10/2017 <u>(5)</u>	Common Stock 2,104
Phantom Stock <u>(5)</u>	<u>(5)</u>					02/10/2018 <u>(5)</u>	Common Stock 2,104
Phantom Stock <u>(6)</u>	<u>(6)</u>					02/09/2017 <u>(6)</u>	Common Stock 2,339
Phantom Stock <u>(6)</u>	<u>(6)</u>					02/09/2018 <u>(6)</u>	Common Stock 2,339
Phantom Stock <u>(6)</u>	<u>(6)</u>					02/09/2019 <u>(6)</u>	Common Stock 2,339
Option <u>(7)</u>	\$ 85.06					02/13/2010 02/13/2017	Common Stock 18,000
Option <u>(7)</u>	\$ 64.58					02/12/2011 02/12/2018	Common Stock 33,500
Option <u>(7)</u>	\$ 9.06					02/10/2012 02/08/2019	Common Stock 50,863
Option <u>(8)</u>	\$ 21.67					<u>(8)</u> 02/14/2022	Common Stock 30,000

