

SUNTRUST BANKS INC
 Form 4
 February 13, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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

(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)
 02/09/2017

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)
 Corp. EVP & Consumer Executive

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	02/09/2017		M		3,538.963	A	\$ 57.73
Common Stock	02/09/2017		F		1,098	D	\$ 57.73
Common Stock	02/10/2017		M		3,252.434	A	\$ 57.76
Common Stock	02/10/2017		F		1,009	D	\$ 57.76
Common Stock							651.6971
							I <u>(2)</u>
							401(k)

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

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SEC 1474
(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 Number of Shares
Phantom Stock Units ⁽³⁾	⁽³⁾					⁽³⁾ ⁽³⁾	Common Stock 1,553
Phantom Stock ⁽⁵⁾	⁽⁵⁾					02/21/2017 ⁽⁵⁾	Common Stock 3,
Phantom Stock	⁽⁶⁾	02/10/2017		M	3,252.434	02/10/2017 ⁽⁶⁾	Common Stock 3,25
Phantom Stock	⁽⁶⁾					02/10/2018 ⁽⁶⁾	Common Stock 3,
Phantom Stock ⁽¹⁾	⁽¹⁾	02/09/2017		M	3,538.963	02/09/2017 02/09/2017	Common Stock 3,53
Phantom Stock ⁽¹⁾	⁽¹⁾					02/09/2018 02/09/2018	Common Stock 3,
Phantom Stock ⁽¹⁾	⁽¹⁾					02/09/2019 02/09/2019	Common Stock 3,
Phantom Stock ⁽¹⁾	⁽¹⁾					02/09/2018 02/09/2018	Common Stock 22,
Phantom Stock ⁽¹⁾	⁽¹⁾					02/09/2019 02/09/2019	Common Stock 22,
Option ⁽⁴⁾	\$ 71.03					02/14/2009 02/14/2016	Common Stock 18,
Option ⁽⁴⁾	\$ 85.06					02/13/2010 02/13/2017	Common Stock 20,
Option ⁽⁴⁾	\$ 64.58					02/12/2011 02/12/2018	Common Stock 81,

