

SUNTRUST BANKS INC  
Form 4  
February 23, 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)  
02/21/2017

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                    | 02/21/2017                           |  | M                              |   | 36,424.366  | A  | \$ 59.79  |
| Common Stock                    | 02/21/2017                           |  | M                              |   | 4,002.69  | A  | \$ 59.79  |
| Common Stock                    | 02/21/2017                           |  | F                              |   | 16,017  | D  | \$ 59.79  |
| Common Stock                    | 02/21/2017                           |  | F                              |   | 1,825   | D  | \$ 59.79  |
| Common Stock                    |                                      |  |                                |   |   |  | 651.6971  |
|                                 |                                      |  |                                |   |   |  | I <sup>(2)</sup>                                      |
|                                 |                                      |  |                                |   |   |  | 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 Underlying (Instr. 3) |            |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------------------------------|------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                | Title      |
| Phantom Stock Units <u>(3)</u>             | <u>(3)</u>   |                                      |  |                                |   | <u>(3)</u>   | <u>(3)</u>                     | Comm Stock |
| Phantom Stock <u>(1)</u>                   | <u>(1)</u>   |                                      |  |                                |   | 02/09/2018   | 02/09/2018                     | Comm Stock |
| Phantom Stock <u>(1)</u>                   | <u>(1)</u>   |                                      |  |                                |   | 02/09/2019   | 02/09/2019                     | Comm Stock |
| Phantom Stock <u>(1)</u>                   | <u>(1)</u>   |                                      |  |                                |   | 02/09/2018   | 02/09/2018                     | Comm Stock |
| Phantom Stock <u>(1)</u>                   | <u>(1)</u>   |                                      |  |                                |   | 02/09/2019   | 02/09/2019                     | Comm Stock |
| Option <u>(4)</u>                          | \$ 64.58   |                                      |  |                                |   | 02/12/2011   | 02/12/2018                     | Comm Stock |
| Phantom Stock                              | <u>(6)</u>   |                                      |  |                                |   | 02/14/2020   | 02/14/2020                     | Comm Stock |
| Phantom Stock <u>(5)</u>                   | <u>(5)</u>   | 02/21/2017                           |  | M                              | 4,002.069   | 02/21/2017   | 02/21/2017                     | Comm Stock |
| Phantom Stock <u>(7)</u>                   | <u>(7)</u>   | 02/21/2017                           |  | A                              | 42,026.498  | 02/21/2017   | 02/21/2018                     | Comm Stock |
| Phantom Stock <u>(7)</u>                   | <u>(7)</u>   | 02/21/2017                           |  | M                              | 36,424.366  | 02/21/2017   | 02/21/2018                     | Comm Stock |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                                |       |
|--------------------------------|---------------|-----------|--------------------------------|-------|
|                                | Director      | 10% Owner | Officer                        | Other |
| Freeman Thomas E               |               |           | Corp. EVP & Consumer Executive |       |

303 PEACHTREE STREET, N.E.  
ATLANTA, GA 30308

## Signatures

David A. Wisniewski, Attorney-in-Fact for Thomas E.  
Freeman

02/23/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Represents time-vested restricted stock units granted on February 9, 2016 under the SunTrust Banks, Inc. 2009 Stock Plan. the plan is
- (1) exempt under Rule 16b-03. Units will be settled in shares. The award agreement contains tax withholding features which allow us to withhold units to satisfy withholding obligations.
  - (2) Because the stock fund component of the 401(k) Plan is accounted for in unit accounting, the number of share equivalents varies based on the closing price of SunTrust stock on the applicable measurement date.
  - (3) The phantom stock units were acquired under SunTrust Banks, Inc.'s Deferred Compensation Plan. These securities convert to common stock on a one-for-one basis.
  - (4) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan. Includes shares acquired upon dividend reinvestment.
- Represents time-vested restricted stock units granted on February 10, 2015 under the 2009 Stock Plan. the Plan is exempt under Rule
- (5) 16b-3. The restricted stock unit award agreements contain tax withholding features which allow us to withhold units to satisfy withholding obligations. Units will be settled in shares.
- Represents time-vested restricted stock unit award granted on February 14th, 2017 under the sunTrust Banks, Inc 2009 Stock Plan. The
- (6) plan is exempt under Rule 16b-3. Awd will vest on February 14, 2020 and will be settled in Share of Common Stock. The restricted unit award agreements contain tax withholding provisions which allow us to satisfy tax withholding obligations by netting shares.
- Represents performance stock which was granted on February 21, 2014 and which vested on February 21, 2017. Award is settled in
- (7) common stock. Because exceptional performance resulted in the award vesting at greater than 130% of target, the amount that vested in excess of 130% is subject to a one year deferral.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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