SUNTRUST BANKS INC

Form 4

February 14, 2014

FORM 4

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

OMB 3235-0287 Number:

Estimated average

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires:

2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Cheriyan Anil T

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last)

(Middle)

SUNTRUST BANKS INC [STI]

(Check all applicable)

Corp Ex Vice Pres & CIO

303 PEACHTREE STREET, NE

(Street)

(First)

3. Date of Earliest Transaction

(Month/Day/Year) 02/14/2014

Filed(Month/Day/Year)

Director X_ Officer (give title

Other (specify below)

10% Owner

4. If Amendment, Date Original

Applicable Line) _X_ Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting

Person

ATLANTA, GA 30308

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(Month/Day/Year) Execution Date, if

2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

Form: Direct (D) or Indirect (I) (Instr. 4)

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4) Price

16,892

Common Stock

Code V Amount (D)

 $D^{(1)}_{(2)}$

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. orNumber 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 (4)	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	8,586.25
Option (2)	\$ 23.68					04/24/2014	04/24/2022	Common Stock	24,692
Option (2)	\$ 23.68					<u>(3)</u>	04/24/2022	Common Stock	49,383
Option (5)	\$ 27.41					02/26/2014	02/26/2023	Common Stock	11,464
Option (5)	\$ 27.41					02/26/2015	02/26/2023	Common Stock	11,464
Option (5)	\$ 27.41					02/26/2016	02/26/2023	Common Stock	11,465

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Cheriyan Anil T 303 PEACHTREE STREET, NE ATLANTA, GA 30308

Corp Ex Vice Pres & CIO

Signatures

David Wisniewski, Attorney-in-Fact for Anil T. Cheriyan

02/14/2014

**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).
- (1) Includes 16,892 shares of restricted stock which vest on 4/24/2014.
- (2) Granted under the SunTrust Banks, Inc. 2009 Stock Plan. Grant is exempt under Rule 16b-3.
- (3) Award vests pro rata annually over three years.

Reporting Owners 2

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- (4) Represents restricted stock units, half of which vest on 2/14/2014 and half on 2/15/2015. Includes shares acquired upon dividend reinvestment.
- (5) Granted under the SunTrust Banks, inc. 2009 Stock Plan. One third of the award vests each year for three years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.