#### SUNTRUST BANKS INC

Form 4

February 25, 2014

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287

**OMB APPROVAL** 

Number:

Expires:

January 31, 2005

0.5

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ROGERS WILLIAM H JR Issuer Symbol SUNTRUST BANKS INC [STI] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title Other (specify 303 PEACHTREE STREET, N.E. 02/21/2014 below) Chairman and CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting ATLANTA, GA 30308 Person

| (City)              | (State) (Z                           | Zip) Table              | I - Non-De      | erivative Securities Ac                             | quired, Disposed o  | f, or Beneficial                     | ly Owned                              |
|---------------------|--------------------------------------|-------------------------|-----------------|---|---|--------------------------------------|---------------------------------------|
| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | Execution Date, if      |                 | 4. Securities nAcquired (A) or                      | 5. Amount of Securities   | Form: Direct                         | Indirect                              |
| (Instr. 3)          |                                      | any<br>(Month/Day/Year) | Code (Instr. 8) | Disposed of (D)<br>(Instr. 3, 4 and 5)<br>(A)<br>or | Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | (D) or<br>Indirect (I)<br>(Instr. 4) | Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Stock     |                                      |                         | Code V          | Amount (D) Price                                    | 108,305.818   | D (1)                                |                                       |
| Common<br>Stock     |                                      |                         |                 |   | 7,817.3287  | I                                    | 401(k) (2)                            |

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

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# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. 5. Number of TransactionDerivative Securities Code Acquired (A) or (Instr. 8) Disposed of (D) (Instr. 3, 4, and 5) |            | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                     | 7. Title and A<br>Underlying Se<br>(Instr. 3 and 4 |                 |
|---|---|---|---|---|------------|--|---------------------|--|-----------------|
|   |   |   |   | Code V  | (A)        | (D)  | Date<br>Exercisable | Expiration<br>Date                                 | Title           |
| Phantom<br>Stock (3)                                | <u>(3)</u>  |   |   |   | ()         | (2)  | (3)                 | <u>(3)</u>   | Common<br>Stock |
| Phantom<br>Stock (6)                                | <u>(6)</u>  |   |   |   |            |  | (6)                 | <u>(6)</u>   | Common<br>Stock |
| Phantom<br>Stock (4)                                | <u>(4)</u>  | 02/24/2014                              |   | M   | 26,791.319 |  | 02/24/2014          | 02/24/2022   | Common<br>Stock |
| Phantom<br>Stock (4)                                | <u>(4)</u>  | 02/24/2014                              |   | F   |            | 8,978  | <u>(4)</u>          | <u>(4)</u>   | Common<br>Stock |
| Phantom<br>Stock (8)                                | <u>(8)</u>  | 02/21/2014                              |   | A   | 13,449     |  | 02/21/2015          | (8)  | Common<br>Stock |
| Phantom<br>Stock (8)                                | <u>(8)</u>  | 02/21/2014                              |   | A   | 13,449     |  | 02/21/2016          | (8)  | Common<br>Stock |
| Phantom<br>Stock (8)                                | <u>(8)</u>  | 02/21/2014                              |   | A   | 13,450     |  | 02/21/2017          | (8)  | Common<br>Stock |
| Option (5)  | \$ 73.19  |   |   |   |            |  | 02/10/2007          | 02/10/2014   | Common<br>Stock |
| Option (5)  | \$ 73.14  |   |   |   |            |  | 02/08/2008          | 02/08/2015   | Common<br>Stock |
| Option (5)  | \$ 71.03  |   |   |   |            |  | 02/14/2009          | 02/14/2016   | Common<br>Stock |
| Option (5)  | \$ 85.06  |   |   |   |            |  | 02/13/2010          | 02/13/2017   | Common<br>Stock |
| Option (5)  | \$ 64.58  |   |   |   |            |  | 02/12/2011          | 02/12/2018   | Common<br>Stock |
| Option (5)  | \$ 29.54  |   |   |   |            |  | 12/31/2011          | 12/31/2018   | Common<br>Stock |
| Option (7)  | \$ 29.2   |   |   |   |            |  | 04/01/2012          | 04/01/2021   | Common<br>Stock |
| Option (6)  | \$ 21.67  |   |   |   |            |  | <u>(6)</u>          | 02/14/2022   | Common<br>Stock |
| Option (6)  | \$ 27.41  |   |   |   |            |  | 02/26/2014          | 02/26/2023   | Common<br>Stock |

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Option (6) \$ 27.41 02/26/2015 02/26/2023 Common Stock

Option (6) \$ 27.41 02/26/2016 02/26/2023 Common Stock

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ROGERS WILLIAM H JR 303 PEACHTREE STREET, N.E. ATLANTA, GA 30308

Chairman and CEO

## **Signatures**

David A. Wisniewski, Attorney-in-Fact for William H. Rogers, Jr.

02/25/2014

\*\*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).
- Includes restricted stock granted under SunTrust Banks, Inc. 2004 Stock Plan and the 2009 Stock Plan. Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. This plan is exempt under Rule 16(3)-3.
- (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 the SunTrust Banks, Inc. Deferred Compensation Plan and convert to common stock on a one-to-one basis.
- (4) Represents satisfaction of return on asset performance condition of performance-vested restricted stock units granted on 2/14/2012. Granted under the 2009 Stock Plan. Award will settle in shares in February, 2015.
- (5) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
- Reflects satisfaction of performance vesting condition (Tier 1 Capital) as of December 31, 2011 with respect to restricted stock units originally granted under the SunTrusts, Inc. 2009 Stock Plan on april 26, 2011. Grant was exempt pursuant to Rule 16b-3. Award remains subject to time-vesting criterion and will vest pro rata annually (i.e. one-third each year) and will vest post-retirement provided certain noncompetition and other restrictive covenants re performed. Includes shares acquired upon divident reinvestment.
- (7) Granted pursuent to the SunTrust Banks, Inc. 2009 Stock Plan.
- Represents time-vested phantom stock granted on February 21, 2014 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt (8) under Rule 16b-3. The restricted stock unit agreements contain tax withholding provisions which allow us to withhold units to satisfy tax withholding obligations. Units will be settled in shares.

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.

Reporting Owners 3