SUNTRUST BANKS INC

Form 4 April 02, 2014

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005

Section 16. Form 4 or Form 5 obligations SECURITIES

Estimated average burden hours per response... 0.5

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 Ad Chancy Mar	*	orting Person *	2. Issuer Name and Ticker or Trading Symbol SUNTRUST BANKS INC [STI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Sheen an applicable)			
			(Month/Day/Year)	Director 10% Owner			
303 PEACHTREE STREET, N.E.			03/31/2014	X Officer (give title Other (specify below) Corp. EVP-Wholesale Bank Exec			
(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			
ATLANTA, GA 30308				Form filed by More than One Reporting Person			

		T CISOH									
(City)	(State)	(Zip) 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)	Code (Instr. 8)	4. Securities Acquired (A) for Disposed of (D) (Instr. 3, 4 and 5) (A) or			Beneficially Form Owned Direct Following or Inc Reported (I)	Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	03/31/2014		Code V M	Amount 3,598.238	(D)	Price \$ 39.79	69,284.002	D (1)			
Common Stock	03/31/2014		F	1,726	D	\$ 39.79	67,558.002	D (1)			
Common Stock							1,275.5363	I (2)	401(k)		

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

Edgar Filing: SUNTRUST BANKS INC - Form 4

number.

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. Transactio Code (Instr. 8)	orDeriv Secur Acqu Dispo		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Number Shares
Phantom Stock (3)	(3)						<u>(3)</u>	<u>(3)</u>	Common Stock	2,274
Phantom Stock (4)	<u>(4)</u>	03/31/2014		M		3,598.238	<u>(4)</u>	<u>(4)</u>	Common Stock	3,59
Phantom Stock (8)	<u>(8)</u>						02/21/2015	<u>(8)</u>	Common Stock	5,3
Phantom Stock (8)	<u>(8)</u>						02/21/2016	<u>(8)</u>	Common Stock	5,3
Phantom Stock (8)	<u>(8)</u>						02/21/2017	<u>(8)</u>	Common Stock	5,3
Option (5)	\$ 73.14						02/08/2008	02/08/2015	Common Stock	40,
Option (5)	\$ 71.03						02/14/2009	02/14/2016	Common Stock	45,
Option (5)	\$ 85.06						02/13/2010	02/13/2017	Common Stock	42,
Option (5)	\$ 64.58						02/12/2011	02/12/2018	Common Stock	115
Option (5)	\$ 29.54						12/31/2011	12/31/2018	Common Stock	100
Option (5)	\$ 9.06						02/10/2012	02/10/2019	Common Stock	30,
Option (6)	\$ 29.2						04/01/2012	04/01/2021	Common Stock	27,
Option (6)	\$ 21.67						<u>(6)</u>	02/14/2022	Common Stock	55,
Option (6)	\$ 27.41						02/26/2014	02/26/2023	Common Stock	14,
Option (6)	\$ 27.41						02/26/2015	02/26/2023	Common Stock	14,

Edgar Filing: SUNTRUST BANKS INC - Form 4

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Common

Chancy Mark A Corp.

303 PEACHTREE STREET, N.E. EVP-Wholesale ATLANTA, GA 30308 Bank Exec

Signatures

David A. Wisniewski, Attorney-in-Fact for Mark A. Chancy 04/02/2014

**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
- (1) contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. This plan is exempt under Rule 16(b)-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 SunTrust Banks, Inc.'s Deferred Compensation Plan. These securities convert to common stock on a one-for-one basis.
- (4) Reflects settlement in stock of restricted stock units originally granted under the SunTrust Banks, Inc. 2009 Stock Plan on April 1, 2011. Grant was exempt pursuant to Rule 16b-3. Includes shares acquired upon dividend reinvestment.
- (5) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
- (6) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. Award vests annually over the next three years.
- (7) 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.
- 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