#### SUNTRUST BANKS INC

Form 4

February 17, 2015

## FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005 Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

burden hours per response...

may continue. See Instruction

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).

Form 5

(Print or Type Responses)

1. Name and A Freeman Tho		orting Person *	2. Issuer Name <b>and</b> 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	(==== an appneasie)			
			(Month/Day/Year)	Director 10% Owner			
303 PEACHTREE STREET, N.E.			02/13/2015	_X_ Officer (give title Other (specify below) Corp. EVP & Chief Credit Off.			
(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			

(City)	(State)	(Zip) Tal	ble I - Non	-Derivative Sec	d, 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 orDisposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or nt (D) Prio		Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	02/13/2015		M	6,013.655	A	\$ 41.57	47,628.655 (4)	D (2)	
Common Stock	02/13/2015		M	18,040.974	A	\$ 41.57	65,669.629	D	
Common Stock	02/13/2015		F	2,743	D	\$ 41.57	62,926.629	D	
Common Stock	02/13/2015		F	8,651	D	\$ 41.57	54,275.629	D	
Common Stock							128 (4)	I	Son

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Common Stock

640.9974

I (1)

401(k)

(9-02)

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

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#### 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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	iorDeri Secu Acqı Disp	urities uired posed	ve	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 Units (3)	<u>(3)</u>							(3)	<u>(3)</u>	Common Stock	1,486
Phantom Stock (5)	<u>(5)</u>	02/13/2015		M		6,0	013.655	02/14/2014	02/14/2022	Common Stock	6,01
Phantom Stock (9)	<u>(9)</u>							02/21/2015	<u>(9)</u>	Common Stock	3,
Phantom Stock (9)	<u>(9)</u>							02/21/2016	<u>(9)</u>	Common Stock	3,
Phantom Stock (9)	<u>(9)</u>							02/21/2017	<u>(9)</u>	Common Stock	3,
Phantom Stock	(10)							02/10/2016	(10)	Common Stock	3,
Phantom Stock	(10)							02/10/2017	(10)	Common Stock	3,
Phantom Stock	(10)							02/10/2018	(10)	Common Stock	3,
Option (6)	\$ 71.03							02/14/2009	02/14/2016	Common Stock	18,
Option (6)	\$ 85.06							02/13/2010	02/13/2017	Common Stock	20,
Option (6)	\$ 64.58							02/12/2011	02/12/2018	Common Stock	81,
Option (6)	\$ 9.06							02/10/2012	02/10/2019	Common	250

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				Stock	
Option (7)	\$ 9.06	02/10/2012	02/10/2019	Common Stock	25,
Option (8)	\$ 29.2	04/01/2012	04/01/2021	Common Stock	27
Option (8)	\$ 21.67	<u>(8)</u>	02/14/2022	Common Stock	44,
Option (8)	\$ 27.41	02/26/2014	02/26/2023	Common Stock	13,
Option (8)	\$ 27.41	02/26/2015	02/26/2023	Common Stock	13,
Option (8)	\$ 27.41	02/26/2016	02/26/2023	Common Stock	13.

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

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

Corp. EVP & Chief Credit Off.

## **Signatures**

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

02/17/2015

\*\*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) 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.
- 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(b)-3.
- (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) Includes shares acquired through dividend reinvestment.
- (5) 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.
- (6) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan. Includes shares acquired upon dividend reinvestment.
- (7) Granted pursuant to the SunTrust Banks, Inc. 2004 StockPlan.
- (8) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. Award vests annually over the next three years.

(9)

Reporting Owners 3

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Represents time-vested phantom stock granted on February 21, 2014 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt 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.

Represents time-vested restricted stock units granted on February 10, 2015 under the 2009 Stock Plan. the Plan is exempt under Rule 16b-3. The restricted stock unit award agreements contain tax withholding features which allow us to withhold units to satisfly 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.