SUNTRUST BANKS INC

Form 4

February 17, 2015

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

OMB APPROVAL

Form 4 or Form 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

burden hours per response...

1(b).

(Print or Type Responses)

1. Name and Add Lienhard Jeron	•	ing 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				
			(Month/Day/Year)	Director 10% Owner			
303 PEACHTREE STREET, N.E.			02/13/2015	X Officer (give title Other (specify below) Pres & CEO, SunTrust Mortgage			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
ATLANTA, C	GA 30303		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative Se	curitie	es Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			red (A)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	02/13/2015		M	3,743.403	A	\$ 41.57	33,037.403	D (1)	
Common Stock	02/13/2015		M	10,472.06	A	\$ 41.57	43,509.463	D	
Common Stock	02/13/2015		F	1,069	D	\$ 41.57	42,440.463	D	
Common Stock	02/13/2015		F	3,467	D	\$ 41.57	38,973.463	D	

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

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SEC 1474 (9-02)

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

1. Title of 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)	orDeriv Secu Acqu Disp		Expiration Date		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Sharo
Phantom Stock (2)	(2)						(2)	(2)	Common Stock	1,20
Phantom Stock (3)	(3)	02/13/2015		M		3,743.403	02/14/2014	02/14/2022	Common Stock	3,7
Phantom Stock (7)	<u>(7)</u>						02/21/2015	<u>(7)</u>	Common Stock	2
Phantom Stock (7)	<u>(7)</u>						02/21/2016	<u>(7)</u>	Common Stock	2
Phantom Stock (7)	<u>(7)</u>						02/21/2017	<u>(7)</u>	Common Stock	2
Phantom Stock	<u>(8)</u>						02/10/2016	<u>(8)</u>	Common Stock	2
Phantom Stock	<u>(8)</u>						02/10/2017	(8)	Common Stock	2
Phantom Stock	<u>(8)</u>						02/10/2018	<u>(8)</u>	Common Stock	2
Option (4)	\$ 64.58						02/12/2011	02/12/2018	Common Stock	2
Option (4)	\$ 9.06						02/10/2012	02/10/2019	Common Stock	4
Option (5)	\$ 27.5						04/26/2014	04/26/2021	Common Stock	7
Option (5)	\$ 32.27						02/08/2014	02/08/2021	Common Stock	1
Option (5)	\$ 23.68						04/24/2015	04/24/2022	Common Stock	6
Option (6)	\$ 27.41						02/26/2014	02/26/2023	Common Stock	ϵ

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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	Commons Stock
Option (6)	\$ 21.67	<u>(6)</u>	02/14/2022	Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lienhard Jerome T 303 PEACHTREE STREET, N.E. ATLANTA, GA 30303

Pres & CEO, SunTrust Mortgage

Signatures

David A. Wisniewski, Attorney-in-Fact for Jerome T. Lienhard

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) Includes the following shares which are subject to forteiture: 3,186 shares which vest on 4/25/2015.
- 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.
- (3) 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.
- (4) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan
- (5) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan
- (6) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. One third of the award vest each year for three years.
- Represents time-vested phantom stock granted on February 21, 2014 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt (7) 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 (8) 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.

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