

SUNTRUST BANKS INC
 Form 4
 February 25, 2014

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROGERS WILLIAM H JR

(Last) (First) (Middle)
 303 PEACHTREE STREET, N.E.
 (Street)

ATLANTA, GA 30308

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SUNTRUST BANKS INC [STI]

3. Date of Earliest Transaction
 (Month/Day/Year)
02/21/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					108,305.818	D ⁽¹⁾	
Common 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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SEC 1474 (9-02)

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

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
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 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 dividend reinvestment.
 - (6) Granted pursuant 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 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.
 - (7)
 - (8)

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.