

SUNTRUST BANKS INC  
 Form 4  
 February 17, 2015

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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)  
**02/13/2015**

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/13/2015		M		27,268.826 A \$ 41.57	D <sup>(1)</sup>	
Common Stock	02/13/2015		M		81,702.796 A \$ 41.57	D	
Common Stock	02/13/2015		F		8,923 D \$ 41.57	D	
Common Stock	02/13/2015		F		39,177 D \$ 41.57	D	
Common Stock						I	401(k) <sup>(2)</sup>
					7,950.6676		

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

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(9-02)

**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 Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Phantom Stock <u>(3)</u>	<u>(3)</u>					<u>(3)</u> <u>(3)</u>	Common Stock 1,74
Phantom Stock <u>(4)</u>	<u>(4)</u>	02/13/2015		M	27,268.826	02/24/2014 02/24/2022	Common Stock 27,2
Phantom Stock <u>(4)</u>	<u>(4)</u>					<u>(4)</u> <u>(4)</u>	Common Stock 8
Phantom Stock <u>(7)</u>	<u>(7)</u>					02/21/2015 <u>(7)</u>	Common Stock 1
Phantom Stock <u>(7)</u>	<u>(7)</u>					02/21/2016 <u>(7)</u>	Common Stock 1
Phantom Stock <u>(7)</u>	<u>(7)</u>					02/21/2017 <u>(7)</u>	Common Stock 1
Phantom Stock	<u>(8)</u>					02/10/2016 <u>(8)</u>	Common Stock 1
Phantom Stock	<u>(8)</u>					02/10/2017 <u>(8)</u>	Common Stock 1
Phantom Stock	<u>(8)</u>					02/10/2018 <u>(8)</u>	Common Stock 1
Option <u>(5)</u>	\$ 71.03					02/14/2009 02/14/2016	Common Stock 3
Option <u>(5)</u>	\$ 85.06					02/13/2010 02/13/2017	Common Stock 3
Option <u>(5)</u>	\$ 64.58					02/12/2011 02/12/2018	Common Stock 8
Option <u>(5)</u>	\$ 29.54					12/31/2011 12/31/2018	Common Stock 10
Option <u>(6)</u>	\$ 29.2					04/01/2012 04/01/2021	8

Option <sup>(6)</sup>	\$		<sup>(7)</sup>	02/14/2022	Common Stock	13
Option <sup>(6)</sup>	\$ 21.67				Common Stock	13
Option <sup>(6)</sup>	\$ 27.41		02/26/2014	02/26/2023	Common Stock	3
Option <sup>(6)</sup>	\$ 27.41		02/26/2015	02/26/2023	Common Stock	3
Option <sup>(6)</sup>	\$ 27.41		02/26/2016	02/26/2023	Common Stock	3

## 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. 02/17/2015

\_\_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 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.
  - (6) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan.
  - (7) 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.
  - (8) 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 satisfy 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.

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