

SUNTRUST BANKS INC  
 Form 4  
 April 27, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Lienhard Jerome T

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)

303 PEACHTREE STREET, N.E.

3. Date of Earliest Transaction (Month/Day/Year)  
 04/24/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Pres & CEO, SunTrust Mortgage

(Street)

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

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

ATLANTA, GA 30303

(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)	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	04/24/2015		M		11,666 A \$ 21.67	52,271.742	D
Common Stock	04/24/2015		M		6,173 A \$ 23.68	58,444.742	D
Common Stock	04/24/2015		M		19,050 A \$ 32.27	77,494.742	D
Common Stock	04/24/2015		M		7,226 A \$ 27.5	84,720.742	D
Common Stock	04/24/2015		F		1,512 D \$ 40.47	83,208.742	D

Edgar Filing: SUNTRUST BANKS INC - Form 4

Common Stock 04/24/2015 S 44,115 D (1) 39,093.742 D

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 number.**

SEC 1474  
(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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Phantom Stock <u>(2)</u>	<u>(2)</u>					<u>(2)</u> <u>(2)</u>	Common Stock 1,205.6
Phantom Stock <u>(6)</u>	<u>(6)</u>					02/21/2016 <u>(6)</u>	Common Stock 2,31
Phantom Stock <u>(6)</u>	<u>(6)</u>					02/21/2017 <u>(6)</u>	Common Stock 2,31
Phantom Stock <u>(7)</u>	<u>(7)</u>					02/10/2016 <u>(7)</u>	Common Stock 2,10
Phantom Stock <u>(7)</u>	<u>(7)</u>					02/10/2017 <u>(7)</u>	Common Stock 2,10
Phantom Stock <u>(7)</u>	<u>(7)</u>					02/10/2018 <u>(7)</u>	Common Stock 2,10
Option <u>(3)</u>	\$ 64.58					02/12/2011 02/12/2018	Common Stock 22,00
Option <u>(3)</u>	\$ 9.06					02/10/2012 02/10/2019	Common Stock 40,40
Option <u>(4)</u>	\$ 27.5	04/24/2015		M	7,226	04/26/2014 04/26/2021	Common Stock 7,22
Option <u>(4)</u>	\$ 32.27	04/24/2015		M	19,050	02/08/2014 02/08/2021	Common Stock 19,05
Option <u>(4)</u>	\$ 23.68	04/24/2015		M	6,173	04/24/2015 04/24/2022	Common Stock 6,17
Option <u>(5)</u>	\$ 27.41					02/26/2014 02/26/2023	6,74

