

SUNTRUST BANKS INC
Form 4
February 17, 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

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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 *
Fortin Raymond D

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)
02/13/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Corp. EVP & General Counsel

(Street)
ATLANTA, GA 30308

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

(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	(A) or (D)	Price
Common Stock	02/13/2015		M		8,864.96	A	\$ 41.57
Common Stock	02/13/2015		M		26,646.725	A	\$ 41.57
Common Stock	02/13/2015		F		2,749	D	\$ 41.57
Common Stock	02/13/2015		F		10,560	D	\$ 41.57
Common Stock							3,145.6494
						I	401(k) ⁽¹⁾

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

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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 Shares
Phantom Stock ⁽²⁾	<u>(2)</u>					<u>(2)</u> <u>(2)</u>	Common Stock 1,468.
Phantom Stock ⁽³⁾	<u>(3)</u>	02/13/2015		M	8,864.96	02/14/2014 02/14/2022	Common Stock 8,864.
Phantom Stock ⁽⁷⁾	<u>(7)</u>					02/21/2015 <u>(7)</u>	Common Stock 2,3
Phantom Stock ⁽⁷⁾	<u>(7)</u>					02/21/2016 <u>(7)</u>	Common Stock 2,3
Phantom Stock ⁽⁷⁾	<u>(7)</u>					02/21/2017 <u>(7)</u>	Common Stock 2,3
Phantom Stock	<u>(8)</u>					02/10/2016 <u>(8)</u>	Common Stock 2,1
Phantom Stock	<u>(8)</u>					02/10/2017 <u>(8)</u>	Common Stock 2,1
Phantom Stock	<u>(8)</u>					02/10/2018 <u>(8)</u>	Common Stock 2,1
Option ⁽⁴⁾	\$ 71.03					02/14/2009 02/14/2016	Common Stock 20,0
Option ⁽⁴⁾	\$ 85.06					02/13/2010 02/13/2017	Common Stock 18,0
Option ⁽⁴⁾	\$ 64.58					02/12/2011 02/12/2018	Common Stock 33,5
Option ⁽⁴⁾	\$ 9.06					02/10/2012 02/08/2019	Common Stock 100,
Option ⁽⁵⁾	\$ 32.27					02/08/2014 02/08/2021	Common Stock 66,3

