

SUNTRUST BANKS INC
 Form 4
 January 29, 2016

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 *
 Chancy Mark A

(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)
 01/28/2016

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)
 Corp. EVP-Wholesale Bank Exec

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	01/28/2016		S	14,605 D \$ 35.46	72,169.425	D ⁽¹⁾	
Common Stock					1,321.32	I ⁽²⁾	401(k)

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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Phantom Stock ⁽³⁾	⁽³⁾					⁽³⁾ ⁽³⁾	Common Stock 2,359.1181
Phantom Stock ⁽⁶⁾	⁽⁶⁾					02/21/2016 ⁽⁶⁾	Common Stock 5,373
Phantom Stock ⁽⁶⁾	⁽⁶⁾					02/21/2017 ⁽⁶⁾	Common Stock 5,374
Phantom Stock ⁽⁷⁾	⁽⁷⁾					02/10/2016 ⁽⁷⁾	Common Stock 4,395
Phantom Stock ⁽⁷⁾	⁽⁷⁾					02/10/2017 ⁽⁷⁾	Common Stock 4,395
Phantom Stock ⁽⁷⁾	⁽⁷⁾					02/10/2018 ⁽⁷⁾	Common Stock 4,394
Option ⁽⁴⁾	\$ 71.03					02/14/2009 02/14/2016	Common Stock 45,000
Option ⁽⁴⁾	\$ 85.06					02/13/2010 02/13/2017	Common Stock 42,000
Option ⁽⁴⁾	\$ 64.58					02/12/2011 02/12/2018	Common Stock 115,000
Option ⁽⁴⁾	\$ 29.54					12/31/2011 12/31/2018	Common Stock 75,000
Option ⁽⁴⁾	\$ 9.06					02/10/2012 02/10/2019	Common Stock 125,000
Option ⁽⁵⁾	\$ 29.2					04/01/2012 04/01/2021	Common Stock 27,716
Option ⁽⁵⁾	\$ 21.67					⁽⁵⁾ 02/14/2022	Common Stock 55,400
Option ⁽⁵⁾	\$ 27.41					02/26/2014 02/26/2023	Common Stock 14,949
Option ⁽⁵⁾	\$ 27.41					02/26/2015 02/26/2023	Common Stock 14,949

