

SUNTRUST BANKS INC  
 Form 4  
 February 23, 2017

**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 \*  
 Gillani Aleem

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

ATLANTA, GA 30303

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 02/21/2017

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. Exex. Vice Pres and CFO

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	(A) or (D)	Price
Common Stock	02/21/2017		M		33,152.671	A	\$ 59.79
Common Stock	02/21/2017		M		3,642.402	A	\$ 59.79
Common Stock	02/21/2017		F		14,471	D	\$ 59.79
Common Stock	02/21/2017		F		1,747	D	\$ 59.79
Common Stock							7,118.6566
							I
							401(k) <sup>(1)</sup>

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Common Stock	1,500	I	Custodial Account <u>(2)</u>
Common Stock	950	I	IRA
Common Stock	400	I	Roth IRA

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 of Underlying Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock	<u>(3)</u>					<u>(3)</u>	<u>(3)</u>	Common Stock
Phantom Stock <u>(4)</u>	<u>(4)</u>	02/21/2017		M	3,642.402	02/21/2017	<u>(4)</u>	Common Stock
Phantom Stock	<u>(5)</u>					02/10/2018	<u>(5)</u>	Common Stock
Phantom Stock <u>(6)</u>	<u>(6)</u>					02/09/2018	<u>(6)</u>	Common Stock
Phantom Stock <u>(6)</u>	<u>(6)</u>					02/09/2019	<u>(6)</u>	Common Stock
Phantom Stock <u>(7)</u>	<u>(7)</u>					02/21/2017	02/21/2017	Common Stock
Phantom Stock <u>(8)</u>	<u>(8)</u>					02/14/2020	02/14/2020	Common Stock
Phantom Stock <u>(9)</u>	<u>(9)</u>	02/21/2017		A	38,251.342	02/21/2017	02/21/2018	Common Stock
Phantom Stock <u>(9)</u>	<u>(9)</u>	02/21/2017		M	33,152.671	02/21/2017	02/21/2018	Common Stock

