SUNTRUST BANKS INC

Form 4

February 23, 2016

FORM 4

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

OMB APPROVAL

OMB
3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, 2005

Section 16. Form 4 or Form 5 obligations SECURITIES

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. *See* Instruction

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

1(b).

(Print or Type Responses)

1. Name and Addre Chancy Mark A	*	ng Person *	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)	3. Date of Earliest Transaction			
303 PEACHTREE STREET, N.E.		T, N.E.	(Month/Day/Year) 02/19/2016	Director 10% Owner X Officer (give title Other (specify below) Corp. EVP-Wholesale Bank Exec		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
ATLANTA, GA	A 30308		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tal	ble I - Non-	-Derivative Se	curiti	es Acquir	red, Disposed of, o	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if Transaction Disposed of (D) any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)		red (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	02/19/2016		M	5,588.204	A	\$ 34.15	134,054.053	D	
Common Stock	02/19/2016		F	2,680	D	\$ 34.15	131,374.053	D	
Common Stock	02/22/2016		S	16,000	D	<u>(3)</u>	115,374.053	D	
Common Stock							1,323.4054	I (2)	401(k)

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

Edgar Filing: SUNTRUST BANKS INC - Form 4

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)

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	orDeri Secu Acqı Disp	fumber of ivative urities uritied (A) or posed of (D) tr. 3, 4, and 5)	6. Date Exercise Expiration Date (Month/Day/Y	te	7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amous Number Shares
Phantom Stock (4)	<u>(4)</u>						<u>(4)</u>	<u>(4)</u>	Common Stock	2,359
Phantom Stock (7)	<u>(7)</u>	02/19/2016		M		5,588.204	02/21/2016	<u>(7)</u>	Common Stock	5,58
Phantom Stock (7)	<u>(7)</u>						02/21/2017	<u>(7)</u>	Common Stock	5,
Phantom Stock	<u>(8)</u>						02/10/2017	(8)	Common Stock	4,
Phantom Stock	<u>(8)</u>						02/10/2018	(8)	Common Stock	4,
Phantom Stock (1)	(1)						02/09/2017	02/09/2017	Common Stock	4,
Phantom Stock (1)	(1)						02/09/2018	02/09/2018	Common Stock	4,
Phantom Stock (1)	(1)						02/09/2019	02/09/2019	Common Stock	4,
Phantom Stock (1)	<u>(1)</u>						02/09/2019	02/09/2019	Common Stock	45,
Phantom Stock (1)	(1)						02/09/2020	02/09/2020	Common Stock	45.
Option (5)	\$ 85.06						02/13/2010	02/13/2017	Common Stock	42,
Option (5)	\$ 64.58						02/12/2011	02/12/2018	Common Stock	115
Option (5)	\$ 29.54						12/31/2011	12/31/2018	Common Stock	75,
Option (5)	\$ 9.06						02/10/2012	02/10/2019	Common Stock	125

Edgar Filing: SUNTRUST BANKS INC - Form 4

Option (6)	\$ 29.2	04/01/2012	04/01/2021	Common Stock	27
Option (6)	\$ 21.67	<u>(6)</u>	02/14/2022	Common Stock	55
Option (6)	\$ 27.41	02/26/2014	02/26/2023	Common Stock	14
Option (6)	\$ 27.41	02/26/2015	02/26/2023	Common Stock	14
Option (6)	\$ 27.41	02/26/2016	02/26/2023	Common Stock	14

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 9	Director	10% Owner	Officer	Other		
Chancy Mark A			Corp.			
303 PEACHTREE STREET, N.E.			EVP-Wholesale			
ATLANTA, GA 30308			Bank Exec			

Signatures

David A. Wisniewski, Attorney-in-Fact for Mark A. Chancy 02/23/2016

**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).
- Represents time-vested restricted stock units granted on February 9, 2016 under the SunTrust Banks, Inc. 2009 Stock Plan. the plan is exempt under Rule 16b-03. Units will be settled in shares. The award agreement contains tax withholding features which allow us to withhold units to satisfy withholding obligations.
- (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) Sold at prices ranging from \$34.71 to \$34.73.
- (4) The phantom stock units were acquired under SunTrust Banks, Inc.'s Deferred Compensation Plan. These securities convert to common stock on a one-for-one basis.
- (5) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
- (6) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. Award vests annually over the next three years.
- Represents time-vested phantom stock granted on February 21, 2014 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt (7) 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.
- 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 satisfly 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3