SUNTRUST BANKS INC

Form 4

February 11, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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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 Ad Johnson Sus		orting 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				
			(Month/Day/Year)	Director 10% Owner			
303 PEACHTREE STREET, NE			02/09/2016	X Officer (give title Other (specify below) Corporate Executive Vice Pres			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
ATLANTA, GA 30308				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. Transactic Code (Instr. 8)	4. Securities Approximately Disposed of (Instr. 3, 4 and Amount	of (D)	red (A)	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)
Common Stock	02/10/2016		M	1,123.002	A	\$ 32.84	2,672.478	D	
Common Stock	02/10/2016		F	435	D	\$ 32.84	2,237.478	D	

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

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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 or 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 Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sh
Phantom Stock (2)	(2)			Code	(11)	(D)	08/12/2014	08/12/2024	Common Stock	
Phantom Stock (2)	(2)						08/12/2016	08/12/2024	Common Stock	
Phantom Stock	(3)	02/10/2016		M		1,123.002	02/10/2016	(3)	Common Stock	1.
Phantom Stock	<u>(3)</u>						02/10/2017	(3)	Common Stock	
Phantom Stock	(3)						02/10/2018	<u>(3)</u>	Common Stock	
Phantom Stock (1)	(1)	02/09/2016		A	1,221		02/09/2017	02/09/2017	Common Stock	
Phantom Stock (1)	(1)	02/09/2016		A	1,221		02/09/2018	02/09/2018	Common Stock	
Phantom Stock (1)	<u>(1)</u>	02/09/2016		A	1,222		02/09/2019	02/09/2019	Common Stock	

Reporting Owners

Relationships Reporting Owner Name / Address Other

Director 10% Owner Officer

Johnson Susan S

303 PEACHTREE STREET, NE ATLANTA, GA 30308

Corporate Executive Vice Pres

Signatures

David Wisniewski, Attorney-in-Fact for Susan S. Johnson

02/11/2016

**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).

(1)

Reporting Owners 2

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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-3. Units will be settled in shares. The award agreement contains tax withholding features which allow us to withhold units to satisfy withholding obligations.

- Represents time-vested phantom stock granted on August 12, 2014 under the SunTrust Banks, Inc. 2009 Stock Plan. the plan is exempt (2) under Rule 16b-3. The restricted stock unit agreements contain tax withholding privisions 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 (3) 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.