#### SUNTRUST BANKS INC

Form 4

February 29, 2016

# FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
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**OMB APPROVAL** 

Form 4 or 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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Lienhard Jerome T			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	(==== an application)			
			(Month/Day/Year)	Director 10% Owner			
303 PEACHTREE STREET, N.E.			02/26/2016	_X_ Officer (give title Other (specify below)			
				Pres & CEO, SunTrust Mortgage			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
ATLANTA, O	GA 30303			_X_ 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 Title of 2 Transaction Date 2A Deemed 3 4 Securities Acquired (A) or 5 Amount of 6 7 Natur

Se	Title of ecurity nstr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities A orDisposed of (D (Instr. 3, 4 and	)	d (A) or	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
	ommon tock	02/26/2016		M M	10,916.385	A	\$ 34.54	77,875.13	D		
	ommon tock	02/26/2016		M	13,053.813	A	\$ 34.54	90,928.943	D		
	ommon tock	02/26/2016		M	10,000	A	\$ 9.06	100,928.943	D		
	ommon tock	02/19/2016		F	4,978	D	\$ 34.54	95,950.943	D		
	ommon tock	02/26/2016		F	6,260	D	\$ 34.54	89,690.943	D		

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Common Stock 02/26/2016 S 10,000 D \$ 79,690.943 D

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Ac (A) or Dispos (D) (Instr. 3, 4, ar	equired sed of	Expiration Date		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Phantom Stock (2)	(2)						(2)	(2)	Common Stock	1,
Phantom Stock (5)	<u>(5)</u>						02/21/2017	<u>(5)</u>	Common Stock	
Phantom Stock	<u>(6)</u>						02/10/2017	<u>(6)</u>	Common Stock	
Phantom Stock	<u>(6)</u>						02/10/2018	<u>(6)</u>	Common Stock	
Phantom Stock (1)	(1)						02/09/2017	02/09/2017	Common Stock	
Phantom Stock (1)	(1)						02/09/2018	02/09/2018	Common Stock	
Phantom Stock (1)	(1)						02/09/2019	02/09/2019	Common Stock	
Option (3)	\$ 64.58						02/12/2011	02/12/2018	Common Stock	2
Option (4)	\$ 27.41						02/26/2015	02/26/2023	Common Stock	
Option (4)	\$ 27.41						02/26/2016	02/26/2023	Commons Stock	
Option (7)	\$ 34.54	02/26/2016		M	10,916.835	5	<u>(7)</u>	<u>(7)</u>	Common Stock	10
Option (7)	\$ 34.54	02/26/2016		M	13,053.813	3	<u>(7)</u>	<u>(7)</u>	Common Stock	13

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Option  $\frac{(3)}{2}$  \$ 9.06  $\frac{(3)}{26/2016}$  M 10,000  $\frac{(3)}{20}$  Common Stock

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lienhard Jerome T 303 PEACHTREE STREET, N.E. ATLANTA, GA 30303

Pres & CEO, SunTrust Mortgage

## **Signatures**

David A. Wisniewski, Attorney-in-Fact for Jerome T. Lienhard

02/29/2016

\*\*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-3. Units will be settled in shares. The award agreement contains tax withholding features which allow us to withhold units to satisfy withholding obligations.
- The phantom stock units were acquired under the sunTrust Banks, Inc. Deferred Compensation Plan and convert to common stock on a one-to-one basis.
- (3) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan
- (4) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. One third of the award vest each year for three years.
- Represents time-vested phantom stock granted on February 21, 2014 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt (5) 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 (6) 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.
- (7) Represents settlement in stock of performance-vested award granted in 2013.

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.

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