

SUNTRUST BANKS INC  
 Form 4  
 February 12, 2015

**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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)  
 02/10/2015

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 Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	65,757	D <sup>(1)</sup>	
Common Stock				Code V Amount (D) Price	1,294.9341	I <sup>(2)</sup>	401(k)

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

**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)

Edgar Filing: SUNTRUST BANKS INC - Form 4

**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 <u>(3)</u>	<u>(3)</u>							<u>(3)</u>	<u>(3)</u>	Common Stock	2,308.69
Phantom Stock <u>(6)</u>	<u>(6)</u>							02/14/2014	02/14/2022	Common Stock	7,178.89
Phantom Stock <u>(7)</u>	<u>(7)</u>							02/21/2015	<u>(7)</u>	Common Stock	5,373
Phantom Stock <u>(7)</u>	<u>(7)</u>							02/21/2016	<u>(7)</u>	Common Stock	5,373
Phantom Stock <u>(7)</u>	<u>(7)</u>							02/21/2017	<u>(7)</u>	Common Stock	5,374
Phantom Stock	<u>(8)</u>	02/10/2015		A		4,395		02/10/2016	<u>(8)</u>	Common Stock	4,395
Phantom Stock	<u>(8)</u>	02/10/2015		A		4,395		02/10/2017	<u>(8)</u>	Common Stock	4,395
Phantom Stock	<u>(8)</u>	02/10/2015		A		4,394		02/10/2018	<u>(8)</u>	Common Stock	4,394
Option <u>(4)</u>	\$ 71.03							02/14/2009	02/14/2016	Common Stock	45,000
Option <u>(4)</u>	\$ 85.06							02/13/2010	02/13/2017	Common Stock	42,000
Option <u>(4)</u>	\$ 64.58							02/12/2011	02/12/2018	Common Stock	115,000
Option <u>(4)</u>	\$ 29.54							12/31/2011	12/31/2018	Common Stock	100,000
Option <u>(4)</u>	\$ 9.06							02/10/2012	02/10/2019	Common Stock	145,000
Option <u>(5)</u>	\$ 29.2							04/01/2012	04/01/2021	Common Stock	27,716
Option <u>(5)</u>	\$ 21.67							<u>(5)</u>	02/14/2022	Common Stock	55,400

