

SUNTRUST BANKS INC  
Form 4  
February 16, 2016

**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 \*  
Freeman Thomas E

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)  
303 PEACHTREE STREET, N.E.

3. Date of Earliest Transaction (Month/Day/Year)  
02/12/2016

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Corp. EVP & Chief Credit Off.

(Street)  
ATLANTA, GA 30308

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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**

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					128	I	Son
Common Stock	02/12/2016		M		79,461.198	A	\$ 33.53
Sommon Stock	02/12/2016		F		34,197	D	\$ 33.53
Common Stock					655.0908	I (2)	401(k)

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. 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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Phantom Stock Units <u>(3)</u>	<u>(3)</u>					<u>(3)</u>	<u>(3)</u>	Common Stock	1,511
Phantom Stock <u>(6)</u>	<u>(6)</u>					02/21/2016	<u>(6)</u>	Common Stock	3
Phantom Stock <u>(6)</u>	<u>(6)</u>					02/21/2017	<u>(6)</u>	Common Stock	3
Phantom Stock	<u>(8)</u>	02/12/2016		M	79,461.198	02/12/2016	<u>(8)</u>	Common Stock	79,461.198
Phantom Stock	<u>(7)</u>					02/10/2017	<u>(7)</u>	Common Stock	3
Phantom Stock	<u>(7)</u>					02/10/2018	<u>(7)</u>	Common Stock	3
Phantom Stock <u>(1)</u>	<u>(1)</u>					02/09/2017	02/09/2017	Common Stock	3
Phantom Stock <u>(1)</u>	<u>(1)</u>					02/09/2018	02/09/2018	Common Stock	3
Phantom Stock <u>(1)</u>	<u>(1)</u>					02/09/2019	02/09/2019	Common Stock	3
Phantom Stock <u>(1)</u>	<u>(1)</u>					02/09/2018	02/09/2018	Common Stock	2
Phantom Stock <u>(1)</u>	<u>(1)</u>					02/09/2019	02/09/2019	Common Stock	2
Option <u>(4)</u>	\$ 71.03					02/14/2009	02/14/2016	Common Stock	1
Option <u>(4)</u>	\$ 85.06					02/13/2010	02/13/2017	Common Stock	2
Option <u>(4)</u>	\$ 64.58					02/12/2011	02/12/2018		8



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withholding obligations. Units will be settled in shares.

(8) Represents settlement of 2012 performance-vested award.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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