

SUNTRUST BANKS INC  
 Form 4  
 April 27, 2016

**FORM 4**

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

OMB APPROVAL

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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)  
 04/25/2016

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/25/2016		M		25,000	A	\$ 9.06
Common Stock	04/25/2016		M		37,500	A	\$ 29.54
Common Stock	04/25/2016		S		59,287	D	146,226.299
Common Stock							1,323.5789
						I (2)	401(k)

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

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(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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Phantom Stock <u>(3)</u>	<u>(3)</u>					<u>(3)</u> <u>(3)</u>	Common Stock 2,374.48
Phantom Stock <u>(4)</u>	<u>(4)</u>					02/21/2017 <u>(4)</u>	Common Stock 5,374
Phantom Stock <u>(5)</u>	<u>(5)</u>					02/10/2017 <u>(5)</u>	Common Stock 4,395
Phantom Stock <u>(5)</u>	<u>(5)</u>					02/10/2018 <u>(5)</u>	Common Stock 4,394
Phantom Stock <u>(6)</u>	<u>(6)</u>					02/09/2017 02/09/2017	Common Stock 4,885
Phantom Stock <u>(6)</u>	<u>(6)</u>					02/09/2018 02/09/2018	Common Stock 4,885
Phantom Stock <u>(6)</u>	<u>(6)</u>					02/09/2019 02/09/2019	Common Stock 4,886
Phantom Stock <u>(6)</u>	<u>(6)</u>					02/09/2019 02/09/2019	Common Stock 45,235
Phantom Stock <u>(6)</u>	<u>(6)</u>					02/09/2020 02/09/2020	Common Stock 45,235
Option <u>(7)</u>	\$ 85.06					02/13/2010 02/13/2017	Common Stock 42,000
Option <u>(7)</u>	\$ 64.58					02/12/2011 02/12/2018	Common Stock 115,000
Option <u>(7)</u>	\$ 29.54	04/25/2016		M	37,500	12/31/2011 12/31/2018	Common Stock 37,500
Option <u>(7)</u>	\$ 9.06	04/25/2016		M	25,000	02/10/2012 02/10/2019	Common Stock 25,000

Option <sup>(8)</sup>	\$ 29.2	04/01/2012	04/01/2021	Common Stock	27,716
Option <sup>(8)</sup>	\$ 21.67		<sup>(8)</sup> 02/14/2022	Common Stock	55,400
Option <sup>(8)</sup>	\$ 27.41	02/26/2014	02/26/2023	Common Stock	14,949
Option <sup>(8)</sup>	\$ 27.41	02/26/2015	02/26/2023	Common Stock	14,949
Option <sup>(8)</sup>	\$ 27.41	02/26/2016	02/26/2023	Common Stock	14,948

## Reporting Owners

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

## Signatures

David A. Wisniewski, Attorney-in-Fact for Mark A.  
Chancy 04/27/2016

\*\*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) Sold at prices ranging from \$41.48 to \$41.63.
- (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) 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.  
Represents time-vested phantom stock granted on February 21, 2014 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt 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.
- (4) 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 satisfy withholding obligations. Units will be settled in shares.
- (5) 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.
- (6) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
- (7) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. Award vests annually over the next three years.

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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