

SUNTRUST BANKS INC
 Form 4
 February 11, 2016

FORM 4

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

OMB APPROVAL

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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

(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)
 02/09/2016

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 & Chief Credit Off.

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					128	I	Son
Common Stock	02/10/2016		M	3,179.968	A \$ 32.84	57,148.708	D ⁽¹⁾
Sommon Stock	02/10/2016		F	986	D \$ 32.84	56,162.708	D ⁽¹⁾
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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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 Underlying Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Phantom Stock Units <u>(3)</u>	<u>(3)</u>							<u>(3)</u>	<u>(3)</u>	Common Stock
Phantom Stock <u>(6)</u>	<u>(6)</u>							02/21/2016	<u>(6)</u>	Common Stock
Phantom Stock <u>(6)</u>	<u>(6)</u>							02/21/2017	<u>(6)</u>	Common Stock
Phantom Stock	<u>(7)</u>	02/10/2016		M		3,179.968		02/10/2016	<u>(7)</u>	Common Stock
Phantom Stock	<u>(7)</u>							02/10/2017	<u>(7)</u>	Common Stock
Phantom Stock	<u>(7)</u>							02/10/2018	<u>(7)</u>	Common Stock
Phantom Stock <u>(1)</u>	<u>(1)</u>	02/09/2016		A		3,458		02/09/2017	02/09/2017	Common Stock
Phantom Stock <u>(1)</u>	<u>(1)</u>	02/09/2016		A		3,458		02/09/2018	02/09/2018	Common Stock
Phantom Stock <u>(1)</u>	<u>(1)</u>	02/09/2016		A		3,459		02/09/2019	02/09/2019	Common Stock
Phantom Stock <u>(1)</u>	<u>(1)</u>	02/09/2016		A		22,617		02/09/2018	02/09/2018	Common Stock
Phantom Stock <u>(1)</u>	<u>(1)</u>	02/09/2016		A		22,618		02/09/2019	02/09/2019	Common Stock
Option <u>(4)</u>	\$ 71.03							02/14/2009	02/14/2016	Common Stock
Option <u>(4)</u>	\$ 85.06							02/13/2010	02/13/2017	Common Stock
Option <u>(4)</u>	\$ 64.58							02/12/2011	02/12/2018	Common

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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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