

SUNTRUST BANKS INC
 Form 4
 February 06, 2017

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 *
 Fortin Raymond D

(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)
 02/02/2017

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 & General Counsel

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					13,565.564	D	
Common Stock					1,046.5354	I	401(k) ⁽¹⁾

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

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SEC 1474 (9-02)

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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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Phantom Stock ⁽²⁾	<u>(2)</u>	02/02/2017		S	1,931.763	<u>(2)</u>	<u>(2)</u>	Common Stock	1,931.763
Phantom Stock ⁽³⁾	<u>(3)</u>					02/21/2015	<u>(3)</u>	Common Stock	2,311.763
Phantom Stock ⁽³⁾	<u>(3)</u>					02/21/2016	<u>(3)</u>	Common Stock	2,311.763
Phantom Stock ⁽³⁾	<u>(3)</u>					02/21/2017	<u>(3)</u>	Common Stock	2,311.763
Phantom Stock ⁽⁴⁾	<u>(4)</u>					02/10/2017	<u>(4)</u>	Common Stock	2,111.763
Phantom Stock ⁽⁴⁾	<u>(4)</u>					02/10/2018	<u>(4)</u>	Common Stock	2,111.763
Phantom Stock ⁽⁵⁾	<u>(5)</u>					02/09/2017	<u>(5)</u>	Common Stock	2,311.763
Phantom Stock ⁽⁵⁾	<u>(5)</u>					02/09/2018	<u>(5)</u>	Common Stock	2,311.763
Phantom Stock ⁽⁵⁾	<u>(5)</u>					02/09/2019	<u>(5)</u>	Common Stock	2,311.763
Option ⁽⁶⁾	\$ 85.06					02/13/2010	02/13/2017	Common Stock	18,111.763
Option ⁽⁶⁾	\$ 64.58					02/12/2011	02/12/2018	Common Stock	33,111.763
Option ⁽⁶⁾	\$ 9.06					02/10/2012	02/08/2019	Common Stock	50,111.763
Option ⁽⁷⁾	\$ 21.67					<u>(7)</u>	02/14/2022	Common Stock	30,111.763

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Fortin Raymond D
303 PEACHTREE STREET, N.E.
ATLANTA, GA 30308

Corp. EVP
& General
Counsel

Signatures

David A. Wisniewski, Attorney-in-Fact for Raymond D.
Fortin

02/06/2017

__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) 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.

(2) 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) 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 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.

(6) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.

(7) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan.

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. nt-size:12.0pt;font-family:"Times New Roman";text-align:justify;text-indent:2.0in'>2.

Michael B. White United States

Item 2(d) Title of Class of Securities:

Common Stock, no par value

Item 2(e) CUSIP Number:

12562N104

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Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with § 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

- (a) Amount Beneficially Owned..... 140,500 shares

- (b) Percent of Class..... 7.2%

- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to
direct the vote 140,500 shares

 - (ii) Shared power to vote or to
direct the vote..... 0 shares

 - (iii) Sole power to dispose or to direct
the disposition of..... 140,500 shares

Explanation of Responses:

(iv) Shared power to dispose or to
direct the disposition of..... 0 shares

Item 5. Ownership of Five Percent or Less of a Class. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [] .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct as of December 31, 2007.

Date: February 11, 2008

/s/ Michael B. White

Michael B. White

Ottley Properties, LLC

By: /s/ Michael B. White

Michael B. White

Sole Manager

EXHIBIT A

JOINT FILING AGREEMENT

The undersigned agree that this Amendment No. 2 to Schedule 13G dated as of December 31, 2007 relating to the shares of common stock, no par value per share, of CKX Lands, Inc., to which this Joint Filing Agreement is attached as Exhibit A, shall be filed on behalf of the undersigned.

/s/ Michael B. White
Michael B. White

Ottley Properties, LLC

By: /s/ Michael B. White
Michael B. White
Sole Manager

