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SUNTRUST BANKS INC

Form 3

November 10, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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SECURITIES

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement SUNTRUST BANKS INC [STI] Smith Dorinda C (Month/Day/Year) 11/01/2015 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 303 PEACHTREE STREET, NE (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner Director _X_ Form filed by One Reporting _X__ Officer Other Person ATLANTA, GAÂ 30308 (give title below) (specify below) Form filed by More than One Pres & CEO SunTrust Mortgage Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Ι Common Stock 91.6876 401(k) (1) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly.

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security		4. Conversion or Exercise	5. Ownership Form of	(Instr. 5)
	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of	Price of Derivative Security	Derivative Security: Direct (D) or Indirect	

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			Shares		(I) (Instr. 5)	
Phantom Stock (2)	02/11/2016 Â (2)	Common Stock	506.817	\$ <u>(2)</u>	D	Â
Phantom Stock (2)	02/11/2017 Â (2)	Common Stock	505.782	\$ <u>(2)</u>	D	Â
Phantom Stock (2)	02/11/2016 Â (2)	Common Stock	101.364	\$ <u>(2)</u>	D	Â
Phantom Stock (2)	02/11/2017 Â (2)	Common Stock	100.328	\$ <u>(2)</u>	D	Â
Phantom Stock (2)	02/11/2016 Â (2)	Common Stock	853.615	\$ <u>(2)</u>	D	Â
Phantom Stock (2)	02/11/2017 Â (2)	Common Stock	852.598	\$ <u>(2)</u>	D	Â
Phantom Stock (2)	02/11/2018 Â (2)	Common Stock	852.599	\$ <u>(2)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Smith Dorinda C 303 PEACHTREE STREET, NE ATLANTA Â GAÂ 30308	Â	Â	Pres & CEO SunTrust Mortgage	Â		

Signatures

David A. Wisniewski, Attorney-in-Fact for Dorinda C.
Smith

11/09/2015

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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.
- Represents time-vested restricted stock granted under SunTrust Banks, Inc. 2004 Stock Plan and the 2009 Stock Plan. Restricted stock (2) agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. This plan is exempt under Rule 16(b)-3.

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.

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