

SUNTRUST BANKS INC
 Form 4
 February 12, 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 *
 Smith Dorinda C

(Last) (First) (Middle)
 303 PEACHTREE STREET, NE
 (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)
 02/11/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)
 Pres & CEO SunTrust Mortgage

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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	02/11/2016		M	V	509.626 A \$ 31.36	D	
Common Stock	02/12/2016		M		101.926 A \$ 31.36	D	
Common Stock	02/12/2016		F		196 D \$ 31.36	D	
Common Stock	02/12/2016		F		40 D \$ 31.36	D	
Common Stock					97.5908	I	401(k) ⁽¹⁾

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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 Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Phantom Stock <u>(2)</u>	<u>(2)</u>	02/11/2016		M		509.626		02/11/2016	<u>(2)</u>	Common Stock 509
Phantom Stock <u>(2)</u>	<u>(2)</u>							02/11/2017	<u>(2)</u>	Common Stock 505
Phantom Stock <u>(2)</u>	<u>(2)</u>	02/11/2016		M		101.926		02/11/2016	<u>(2)</u>	Common Stock 101
Phantom Stock <u>(2)</u>	<u>(2)</u>							02/11/2017	<u>(2)</u>	Common Stock 100
Phantom Stock <u>(2)</u>	<u>(2)</u>							02/11/2017	<u>(2)</u>	Common Stock 852
Phantom Stock <u>(2)</u>	<u>(2)</u>							02/11/2018	<u>(2)</u>	Common Stock 852
Phantom Stock <u>(2)</u>	<u>(2)</u>							02/09/2017	<u>(2)</u>	Common Stock 1,2
Phantom Stock <u>(2)</u>	<u>(2)</u>							02/09/2018	<u>(2)</u>	Common Stock 1,2
Phantom Stock <u>(2)</u>	<u>(2)</u>							02/09/2019	<u>(2)</u>	Common Stock 1,2

Reporting Owners

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

Signatures

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

02/12/2016

__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) 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.

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