

SUNTRUST BANKS INC  
 Form 4  
 February 12, 2015

**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 \*  
 Dinsmore Bradford R

(Last) (First) (Middle)

303 PEACHTREE STREET, N.E.

(Street)

ATLANTA, GA 30303

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 SUNTRUST BANKS INC [STI]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/10/2015

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)  
 Exec Vice President

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)
Common Stock				(A) or (D)	22,314	D <sup>(1)</sup>	

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)**

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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 or Number of Shares
Phantom Stock <sup>(4)</sup>	<sup>(4)</sup>							02/14/2014	02/22/2022	Common Stock	2,209,584
Phantom Stock <sup>(5)</sup>	<sup>(5)</sup>							02/21/2015	<sup>(5)</sup>	Common Stock	2,315
Phantom Stock <sup>(5)</sup>	<sup>(5)</sup>							02/21/2016	<sup>(5)</sup>	Common Stock	2,315
Phantom Stock <sup>(5)</sup>	<sup>(5)</sup>							02/21/2017	<sup>(5)</sup>	Common Stock	2,316
Phantom Stock	<sup>(6)</sup>	02/10/2015		A		2,380		02/10/2016	<sup>(6)</sup>	Common Stock	2,380
Phantom Stock	<sup>(6)</sup>	02/10/2015		A		2,380		02/10/2017	<sup>(6)</sup>	Common Stock	2,380
Phantom Stock	<sup>(6)</sup>	02/10/2015		A		2,381		02/10/2018	<sup>(6)</sup>	Common Stock	2,381
Option <sup>(2)</sup>	\$ 19.98							08/09/2011	08/09/2021	Common Stock	6,727
Option <sup>(3)</sup>	\$ 21.67							<sup>(3)</sup>	02/14/2022	Common Stock	5,833
Option <sup>(3)</sup>	\$ 27.41							02/26/2014	02/26/2023	Common Stock	5,848
Option <sup>(3)</sup>	\$ 27.41							02/26/2015	02/26/2023	Common Stock	5,848
Option <sup>(3)</sup>	\$ 27.41							02/26/2016	02/26/2023	Common Stock	5,848

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dinsmore Bradford R 303 PEACHTREE STREET, N.E. ATLANTA, GA 30303			Exec Vice President	

## Signatures

David A. Wisniewski, Attorney-in-Fact for Bradford R.  
Dinsmore

02/12/2015

\_\_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) Includes the following shares which are subject to forfeiture: 10,000 shares which vest on 4/24/2015. Includes shares acquired through reinvestment of dividends.
  - (2) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan.
  - (3) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. One third of the award vests each year for three years.
  - (4) Represents satisfaction of return on asset performance condition of performance-vested restricted stock units granted on 2/14/2012. Granted under the 2009 Stock Plan. Award will settle in shares in February, 2015.  
  
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.
  - (5) 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.
  - (6)

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.