

SUNTRUST BANKS INC  
 Form 4  
 February 17, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Cheriyan Anil T

(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)  
 02/13/2015

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)  
 Corp Ex Vice Pres & CIO

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/13/2015		M		4,369.641	A	\$ 41.57
Common Stock	02/13/2015		M		13,108.932	A	\$ 41.57
Common Stock	02/13/2015		F		1,513	D	\$ 41.57
Common Stock	02/13/2015		F		4,372	D	\$ 41.57
Common Stock							18.7738

D (1)

I (2)

401(k)

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Phantom Stock <sup>(4)</sup>	<sup>(4)</sup>	02/13/2015		M	4,369.641	02/14/2014	02/14/2022	Common Stock	4,369.641
Phantom Stock <sup>(5)</sup>	<sup>(5)</sup>					02/21/2015	<sup>(5)</sup>	Common Stock	3,400.000
Phantom Stock <sup>(5)</sup>	<sup>(5)</sup>					02/21/2016	<sup>(5)</sup>	Common Stock	3,400.000
Phantom Stock <sup>(5)</sup>	<sup>(5)</sup>					02/21/2017	<sup>(5)</sup>	Common Stock	3,400.000
Phantom Stock	<sup>(7)</sup>					02/10/2016	<sup>(7)</sup>	Common Stock	3,100.000
Phantom Stock	<sup>(7)</sup>					02/10/2017	<sup>(7)</sup>	Common Stock	3,100.000
Phantom Stock	<sup>(7)</sup>					02/10/2018	<sup>(7)</sup>	Common Stock	3,100.000
Option <sup>(1)</sup>	\$ 23.68					04/24/2014	04/24/2022	Common Stock	24,000.000
Option <sup>(1)</sup>	\$ 23.68					<sup>(3)</sup>	04/24/2022	Common Stock	49,000.000
Option <sup>(6)</sup>	\$ 27.41					02/26/2014	02/26/2023	Common Stock	11,000.000
Option <sup>(6)</sup>	\$ 27.41					02/26/2015	02/26/2023	Common Stock	11,000.000
Option <sup>(6)</sup>	\$ 27.41					02/26/2016	02/26/2023	Common Stock	11,000.000

