

SUNTRUST BANKS INC  
 Form 4  
 February 17, 2015

**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 \*  
 Chancy Mark A

(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)  
 02/13/2015

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. EVP-Wholesale Bank Exec

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		11,094.158	A	\$ 41.57
Common Stock	02/13/2015		M		33,282.485	A	\$ 41.57
Common Stock	02/13/2015		F		3,736	D	\$ 41.57
Common Stock	02/13/2015		F		14,067	D	\$ 41.57
Common Stock							1,294.9341

D <sup>(1)</sup>

I <sup>(2)</sup>

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Phantom Stock <sup>(3)</sup>	<sup>(3)</sup>					<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	2,30
Phantom Stock <sup>(6)</sup>	<sup>(6)</sup>	02/13/2015		M	11,094.158	02/14/2014	02/14/2022	Common Stock	11,0
Phantom Stock <sup>(7)</sup>	<sup>(7)</sup>					02/21/2015	<sup>(7)</sup>	Common Stock	5
Phantom Stock <sup>(7)</sup>	<sup>(7)</sup>					02/21/2016	<sup>(7)</sup>	Common Stock	5
Phantom Stock <sup>(7)</sup>	<sup>(7)</sup>					02/21/2017	<sup>(7)</sup>	Common Stock	5
Phantom Stock	<sup>(8)</sup>					02/10/2016	<sup>(8)</sup>	Common Stock	4
Phantom Stock	<sup>(8)</sup>					02/10/2017	<sup>(8)</sup>	Common Stock	4
Phantom Stock	<sup>(8)</sup>					02/10/2018	<sup>(8)</sup>	Common Stock	4
Option <sup>(4)</sup>	\$ 71.03					02/14/2009	02/14/2016	Common Stock	4
Option <sup>(4)</sup>	\$ 85.06					02/13/2010	02/13/2017	Common Stock	4
Option <sup>(4)</sup>	\$ 64.58					02/12/2011	02/12/2018	Common Stock	11
Option <sup>(4)</sup>	\$ 29.54					12/31/2011	12/31/2018	Common Stock	10
Option <sup>(4)</sup>	\$ 9.06					02/10/2012	02/10/2019	Common Stock	14
Option <sup>(5)</sup>	\$ 29.2					04/01/2012	04/01/2021		2



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