

SUNTRUST BANKS INC
 Form 4
 February 23, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
ROGERS WILLIAM H JR

(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)
 02/21/2017

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)
 Chairman and CEO

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	02/21/2017		M		130,238.2	A	\$ 59.79
Common Stock	02/21/2017		M		14,311.034	A	\$ 59.79
Common Stock	02/21/2017		F		62,441	D	\$ 59.79
Common Stock	02/21/2017		F		6,526	D	\$ 59.79
Common Stock							8,083.3821
							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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SEC 1474
(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 Underlying (Instr. 3)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Phantom Stock <u>(2)</u>	<u>(2)</u>					<u>(2)</u>	<u>(2)</u>	Com Sto	
Phantom Stock <u>(4)</u>	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Com Sto	
Phantom Stock <u>(5)</u>	<u>(5)</u>	02/21/2017		M		14,311.034	02/21/2017	<u>(5)</u>	Com Sto
Phantom Stock	<u>(6)</u>					02/10/2018	<u>(6)</u>	Com Sto	
Phantom Stock <u>(7)</u>	<u>(7)</u>					02/09/2018	02/09/2018	Com Sto	
Phantom Stock <u>(7)</u>	<u>(7)</u>					02/09/2019	02/09/2019	Com Sto	
Option <u>(3)</u>	\$ 64.58					02/12/2011	02/12/2018	Com Sto	
Option <u>(3)</u>	\$ 29.54					12/31/2011	12/31/2018	Com Sto	
Option <u>(4)</u>	\$ 9.06					02/10/2012	02/10/2019	Com Sto	
Option <u>(4)</u>	\$ 29.2					04/01/2012	04/01/2021	Com Sto	
Option <u>(4)</u>	\$ 21.67					<u>(5)</u>	02/14/2022	Com Sto	
Option <u>(4)</u>	\$ 27.41					02/26/2014	02/26/2023	Com Sto	
Option <u>(4)</u>	\$ 27.41					02/26/2015	02/26/2023	Com Sto	
Option <u>(4)</u>	\$ 27.41					02/26/2016	02/26/2023	Com	

Stock Type	Code	Start Date	End Date	Class	Quantity	Start Date	End Date	Notes
Phantom Stock <u>(8)</u>	(8)		02/21/2017			02/21/2017	02/21/2017	Com Sto
Phantom Stock <u>(9)</u>	(9)	02/21/2017		A	150,269.067	02/21/2017	02/21/2018	Com Sto
Phantom Stock <u>(9)</u>	(9)	02/21/2017		M	130,238.2	02/21/2017	02/21/2018	Com Sto

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROGERS WILLIAM H JR 303 PEACHTREE STREET, N.E. ATLANTA, GA 30308			Chairman and CEO	

Signatures

David A. Wisniewski, Attorney-in-Fact for William H. Rogers, Jr. 02/23/2017

**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.
 - (2) The phantom stock units were acquired under the SunTrust Banks, Inc. Deferred Compensation Plan and convert to common stock on a one-to-one basis.
 - (3) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
 - (4) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan.
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) Represents time-vested restricted stock units granted on February 9, 2016 under the sunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt under Rule 16b-3. Units will be settled in shares. The award agreement contains tax withholding features which allow us to withhold units to satisfy withholding obligations.
 - (7) Represents restricted stock unit award granted on February 21, 2014 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt under Rule 16b-3. Transaction represents the satisfaction of EPS/TSR/ROTCE performance conditions. The Restricted Stock Unit award agreements contain tax withholding provisions which allow us to satisfy tax withholding obligations by netting shares. Award will vest on February 21, 2017 and will be settled in shares of common stock.
 - (8) Represents performance stock which was granted on February 21, 2014 and which vested on February 21, 2017. Award is settled in common stock. Because exceptional performance resulted in the award vesting at greater than 130% of target, the amount that vested in excess of 130% is subject to a one year deferral.
 - (9)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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