

SUNTRUST BANKS INC

Form 4

February 13, 2017

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fortin Raymond D

(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)

02/09/2017

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 ____ Other (specify
below) below)

Corp. EVP & General Counsel

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	02/09/2017		M	2,394.095	A \$ 57.73	15,959.659	D
Common Stock	02/09/2017		F	743	D \$ 57.73	15,216.659	D
Common Stock	02/09/2017		S	2,599	D \$ 57.84	12,617.659	D
Common Stock	02/09/2017		S	7,401	D \$ 57.85	5,216.659	D
Common Stock	02/10/2017		M	2,199.654	A \$ 57.76	7,416.313	D

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Common Stock	02/10/2017	F	682	D	\$ 57.76	6,734.313	D	
Common Stock						1,046.5354	I	401(k) ⁽¹⁾

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Phantom Stock ⁽²⁾	⁽²⁾					02/21/2015 ⁽²⁾	Common Stock 2,3
Phantom Stock ⁽²⁾	⁽²⁾					02/21/2016 ⁽²⁾	Common Stock 2,3
Phantom Stock ⁽²⁾	⁽²⁾					02/21/2017 ⁽²⁾	Common Stock 2,3
Phantom Stock ⁽³⁾	⁽³⁾	02/10/2017		M	2,199.654	02/10/2017 ⁽³⁾	Common Stock 2,199
Phantom Stock ⁽³⁾	⁽³⁾					02/10/2018 ⁽³⁾	Common Stock 2,1
Phantom Stock ⁽⁴⁾	⁽⁴⁾	02/09/2017		M	2,394.095	02/09/2017 ⁽⁴⁾	Common Stock 2,394
Phantom Stock ⁽⁴⁾	⁽⁴⁾					02/09/2018 ⁽⁴⁾	Common Stock 2,3
Phantom Stock ⁽⁴⁾	⁽⁴⁾					02/09/2019 ⁽⁴⁾	Common Stock 2,3
Option ⁽⁵⁾	\$ 85.06					02/13/2010 02/13/2017	Common Stock 18,
Option ⁽⁵⁾	\$ 64.58					02/12/2011 02/12/2018	Common Stock 33,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fortin Raymond D 303 PEACHTREE STREET, N.E. ATLANTA, GA 30308			Corp. EVP & General Counsel	

Signatures

David A. Wisniewski, Attorney-in-Fact for Raymond D.
Fortin

02/13/2017

__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.
- 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.
- (2) 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.
- (3) Represents time-vested restricted stock units granted on February 9, 2016 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.
- (4) Represents time-vested restricted stock units granted on February 9, 2016 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.
- (5) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.

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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