

SUNTRUST BANKS INC  
Form 4  
December 01, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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)  
11/26/2014

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	11/26/2014		M		25,000	A	\$ 9.06
Common Stock	11/26/2014		S		24,950	D	\$ 9.06
Common Stock							
					1,288.6187	I	(3) 401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control**

SEC 1474 (9-02)

number.

**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 of Number of Shares
Phantom Stock <u>(4)</u>	<u>(4)</u>					<u>(4)</u> <u>(4)</u>	Common Stock 2,297.2
Phantom Stock <u>(8)</u>	<u>(8)</u>					02/21/2015 <u>(8)</u>	Common Stock 5,373
Phantom Stock <u>(8)</u>	<u>(8)</u>					02/21/2016 <u>(8)</u>	Common Stock 5,373
Phantom Stock <u>(8)</u>	<u>(8)</u>					02/21/2017 <u>(8)</u>	Common Stock 5,374
Option <u>(5)</u>	\$ 73.14					02/08/2008 02/08/2015	Common Stock 40,000
Option <u>(5)</u>	\$ 71.03					02/14/2009 02/14/2016	Common Stock 45,000
Option <u>(5)</u>	\$ 85.06					02/13/2010 02/13/2017	Common Stock 42,000
Option <u>(5)</u>	\$ 64.58					02/12/2011 02/12/2018	Common Stock 115,000
Option <u>(5)</u>	\$ 29.54					12/31/2011 12/31/2018	Common Stock 100,000
Option <u>(5)</u>	\$ 9.06	11/26/2014		M	25,000	02/10/2012 02/10/2019	Common Stock 25,000
Option <u>(6)</u>	\$ 29.2					04/01/2012 04/01/2021	Common Stock 27,710
Option <u>(6)</u>	\$ 21.67					<u>(6)</u> 02/14/2022	Common Stock 55,400
Option <u>(6)</u>	\$ 27.41					02/26/2014 02/26/2023	Common Stock 14,940
Option <u>(6)</u>	\$ 27.41					02/26/2015 02/26/2023	Common Stock 14,940
Option <u>(6)</u>	\$ 27.41					02/26/2016 02/26/2023	Common Stock 14,940

