

SUNTRUST BANKS INC
 Form 4
 February 24, 2015

FORM 4

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

OMB APPROVAL

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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)
 02/20/2015

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)
 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	02/20/2015		M		13,689.723	A	(4) 212,839.18
Common Stock	02/20/2015		F		6,243	D	\$ 41.08 206,596.18
Common Stock						I	7,950.6676 401(k) (2)

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

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Phantom Stock <u>(3)</u>	<u>(3)</u>					<u>(3)</u>	<u>(3)</u>	Common Stock	1,74
Phantom Stock <u>(4)</u>	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	8
Phantom Stock <u>(7)</u>	<u>(7)</u>	02/20/2015		M	13,689.723	02/21/2015	<u>(7)</u>	Common Stock	13,6
Phantom Stock <u>(7)</u>	<u>(7)</u>					02/21/2016	<u>(7)</u>	Common Stock	1
Phantom Stock <u>(7)</u>	<u>(7)</u>					02/21/2017	<u>(7)</u>	Common Stock	1
Phantom Stock	<u>(8)</u>					02/10/2016	<u>(8)</u>	Common Stock	1
Phantom Stock	<u>(8)</u>					02/10/2017	<u>(8)</u>	Common Stock	1
Phantom Stock	<u>(8)</u>					02/10/2018	<u>(8)</u>	Common Stock	1
Option <u>(5)</u>	\$ 71.03					02/14/2009	02/14/2016	Common Stock	3
Option <u>(5)</u>	\$ 85.06					02/13/2010	02/13/2017	Common Stock	3
Option <u>(5)</u>	\$ 64.58					02/12/2011	02/12/2018	Common Stock	8
Option <u>(5)</u>	\$ 29.54					12/31/2011	12/31/2018	Common Stock	10
Option <u>(6)</u>	\$ 29.2					04/01/2012	04/01/2021	Common Stock	8
Option <u>(6)</u>	\$ 21.67					<u>(7)</u>	02/14/2022	Common Stock	13
Option <u>(6)</u>	\$ 27.41					02/26/2014	02/26/2023	Common Stock	3

