

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 *
 Lienhard Jerome T

2. Issuer Name and Ticker or Trading Symbol
 SUNTRUST BANKS INC [STI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 303 PEACHTREE STREET, N.E.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/20/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Pres & CEO, SunTrust Mortgage

ATLANTA, GA 30303

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/20/2015		M		2,357.279	A	6
Common Stock	02/20/2015		F		725	D	\$ 41.08

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

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SEC 1474 (9-02)

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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 Number of Shares
Phantom Stock <u>(2)</u>	<u>(2)</u>					<u>(2)</u>	<u>(2)</u>	Common Stock	1,200
Phantom Stock <u>(6)</u>	<u>(6)</u>	02/20/2015		M	2,357.279	02/21/2015	<u>(6)</u>	Common Stock	2,357.279
Phantom Stock <u>(6)</u>	<u>(6)</u>					02/21/2016	<u>(6)</u>	Common Stock	2,357.279
Phantom Stock <u>(6)</u>	<u>(6)</u>					02/21/2017	<u>(6)</u>	Common Stock	2,357.279
Phantom Stock	<u>(7)</u>					02/10/2016	<u>(7)</u>	Common Stock	2,357.279
Phantom Stock	<u>(7)</u>					02/10/2017	<u>(7)</u>	Common Stock	2,357.279
Phantom Stock	<u>(7)</u>					02/10/2018	<u>(7)</u>	Common Stock	2,357.279
Option <u>(3)</u>	\$ 64.58					02/12/2011	02/12/2018	Common Stock	2,357.279
Option <u>(3)</u>	\$ 9.06					02/10/2012	02/10/2019	Common Stock	4,714.558
Option <u>(4)</u>	\$ 27.5					04/26/2014	04/26/2021	Common Stock	7,371.428
Option <u>(4)</u>	\$ 32.27					02/08/2014	02/08/2021	Common Stock	19,128.571
Option <u>(4)</u>	\$ 23.68					04/24/2015	04/24/2022	Common Stock	6,178.571
Option <u>(5)</u>	\$ 27.41					02/26/2014	02/26/2023	Common Stock	6,178.571
Option <u>(5)</u>	\$ 27.41					02/26/2015	02/26/2023	Common Stock	6,178.571
Option <u>(5)</u>	\$ 27.41					02/26/2016	02/26/2023	Common Stock	6,178.571
Option <u>(5)</u>	\$ 21.67					<u>(5)</u>	02/14/2022	Common Stock	11,142.857

