#### SUNTRUST BANKS INC

Form 4

February 25, 2014

## FORM 4

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

**OMB** 3235-0287 Number:

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

See Instruction

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Dinsmore Bradford R			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			SUNTRUST BANKS INC [STI]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
303 PEACHTREE STREET, N.E.			02/21/2014	_X_ Officer (give title Other (specify below)		
				Exec Vice President		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
ΔΤΙ ΔΝΤΔ	GA 30303			_X_ Form filed by One Reporting Person Form filed by More than One Reporting		

#### ATLANTA, GA 30303

(State)

(Zip)

(City)

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative Securities A	equired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transaction	4. Securities onAcquired (A) or Disposed of (D)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial
, ,		(Month/Day/Year)	(Instr. 8)  Code V	(Instr. 3, 4 and 5)  (A) or Amount (D) Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock					27,518 <u>(1)</u>	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Person

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of Deriva Securities Acquired (A) or Disposed (D) (Instr. 3, and 5)	ative s of	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 or Number of Shares
Phantom Stock (4)	<u>(4)</u>						02/14/2014	02/22/2022	Common Stock	2,209.584
Phantom Stock (5)	<u>(5)</u>	02/21/2014		A	2,315		02/21/2015	(5)	Common Stock	2,315
Phamton Stock (5)	<u>(5)</u>	02/21/2014		A	2,315		02/21/2016	<u>(5)</u>	Common Stock	2,315
Phantom Stock (5)	<u>(5)</u>	02/21/2014		A	2,316		02/21/2017	<u>(5)</u>	Common Stock	2,316
Option (2)	\$ 19.98						08/09/2011	08/09/2021	Common Stock	56,727
Option (3)	\$ 21.67						(3)	02/14/2022	Common Stock	11,666
Option (3)	\$ 27.41						02/26/2014	02/26/2023	Common Stock	5,848
Option (3)	\$ 27.41						02/26/2015	02/26/2023	Common Stock	5,848
Option (3)	\$ 27.41						02/26/2016	02/26/2023	Common Stock	5,848

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<b></b>	Director	10% Owner	Officer	Other		
Dinsmore Bradford R 303 PEACHTREE STREET, N.E. ATLANTA, GA 30303			Exec Vice President			

# **Signatures**

David A. Wisniewski, Attorney-in-Fact for Bradford R.

Dinsmore

02/25/2014

\*\*Signature of Reporting Person Date

Reporting Owners 2

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## **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) Includes the following shares which are subject to forteiture: 17,158 which vest on 8/9/2014, and 10,000 shares which vest on 4/24/2015.
- (2) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan.
- (3) Granted pursuant to the SunTrust Banks, In.c 2009 Stock Plan. One third of the award vests each year for three years.
- (4) Represents satisfaction of return on asset performance condition of performance-vested restricted stock units granted on 2/14/2012. Granted under the 2009 Stock Plan. Award will settle in shares in February, 2015.
- Represents time-vested phantom stock granted on February 21, 2014 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt (5) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.