

SUNTRUST BANKS INC  
Form 4  
January 22, 2014

**FORM 4**

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

OMB APPROVAL

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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 \*  
Lienhard Jerome T

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

ATLANTA, GA 30303

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/21/2014

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)  
Pres & CEO, SunTrust Mortgage

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	01/21/2014		M	12,500 A \$ 22.69	68,603	D (2)	
Common Stock	01/21/2014		M	5,834 A \$ 23.68	74,437	D (2)	
Common Stock	01/21/2014		M	3,087 A \$ 21.67	77,524	D (2)	
Common Stock	01/21/2014		S	31,457 D (1) 46,067		D (2)	

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 of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Phantom Stock <sup>(3)</sup>	<sup>(3)</sup>					<sup>(3)</sup> <sup>(3)</sup>	Common Stock 1,179.0
Phantom Stock <sup>(4)</sup>	<sup>(4)</sup>					<sup>(6)</sup> <sup>(6)</sup>	Common Stock 6,752.
Option <sup>(5)</sup>	\$ 64.58					02/12/2011 02/12/2018	Common Stock 22,00
Option <sup>(5)</sup>	\$ 9.06					02/10/2012 02/10/2019	Common Stock 32,00
Option <sup>(6)</sup>	\$ 22.69	01/21/2014		M	12,500	02/09/2013 02/09/2020	Common Stock 12,50
Option <sup>(6)</sup>	\$ 27.5					04/26/2014 04/26/2021	Common Stock 7,22
Option <sup>(6)</sup>	\$ 32.27					02/08/2014 02/08/2021	Common Stock 19,05
Option <sup>(6)</sup>	\$ 23.68	01/21/2014		M	3,087	04/24/2015 04/24/2022	Common Stock 3,08
Option <sup>(7)</sup>	\$ 27.41					02/26/2014 02/26/2023	Common Stock 6,74
Option <sup>(7)</sup>	\$ 27.41					02/26/2015 02/26/2023	Common Stock 6,74
Option <sup>(7)</sup>	\$ 27.41					02/26/2016 02/26/2023	Commons Stock 6,74
Option <sup>(7)</sup>	\$ 21.67	01/21/2014		M	5,834	<sup>(7)</sup> 02/14/2022	Common Stock 5,83

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lienhard Jerome T 303 PEACHTREE STREET, N.E. ATLANTA, GA 30303			Pres & CEO, SunTrust Mortgage	

# Signatures

David A. Wisniewski, Attorney-in-Fact for Jerome T. Lienhard	01/22/2014
**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) - Sold at varies prices ranging from \$39.65 to \$39.86.
- (2) - Includes the following shares which are subject to forfeiture: 8,000 which vest on 2/8/2014; 2,728 which vest on 4/26/2014; and 3,186 which vest on 4/24/2015.
- (3) - The phantom stock units were acquired under the sunTrust Banks, Inc. Deferred Compensation Plan and convert to common stock on a one-to-one basis.
- (4) - Represents restricted stock units, half of which vest on 2/14/2014 and half on 2/15/2015.
- (5) - Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan
- (6) - Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan
- (7) - Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. One third of the award vest each year for three years.

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.