

SUNTRUST BANKS INC  
 Form 4  
 February 12, 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)  
**02/10/2015**

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					138,277.846	D <sup>(1)</sup>	
Common Stock					7,950.6676	I	401(k) <sup>(2)</sup>

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

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 (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 or Number of Shares
Phantom Stock <u>(3)</u>	<u>(3)</u>							<u>(3)</u>	<u>(3)</u>	Common Stock	1,747,090
Phantom Stock <u>(4)</u>	<u>(4)</u>							02/24/2014	02/24/2022	Common Stock	26,791,300
Phantom Stock <u>(4)</u>	<u>(4)</u>							<u>(4)</u>	<u>(4)</u>	Common Stock	8,978,000
Phantom Stock <u>(7)</u>	<u>(7)</u>							02/21/2015	<u>(7)</u>	Common Stock	13,440,000
Phantom Stock <u>(7)</u>	<u>(7)</u>							02/21/2016	<u>(7)</u>	Common Stock	13,440,000
Phantom Stock <u>(7)</u>	<u>(7)</u>							02/21/2017	<u>(7)</u>	Common Stock	13,450,000
Phantom Stock	<u>(8)</u>	02/10/2015		A		12,221		02/10/2016	<u>(8)</u>	Common Stock	12,221,000
Phantom Stock	<u>(8)</u>	02/10/2015		A		12,221		02/10/2017	<u>(8)</u>	Common Stock	12,221,000
Phantom Stock	<u>(8)</u>	02/10/2015		A		12,221		02/10/2018	<u>(8)</u>	Common Stock	12,221,000
Option <u>(5)</u>	\$ 71.03							02/14/2009	02/14/2016	Common Stock	32,000,000
Option <u>(5)</u>	\$ 85.06							02/13/2010	02/13/2017	Common Stock	35,000,000
Option <u>(5)</u>	\$ 64.58							02/12/2011	02/12/2018	Common Stock	88,800,000
Option <u>(5)</u>	\$ 29.54							12/31/2011	12/31/2018	Common Stock	100,000,000
Option <u>(6)</u>	\$ 29.2							04/01/2012	04/01/2021	Common Stock	84,430,000
Option <u>(6)</u>	\$ 21.67							<u>(7)</u>	02/14/2022	Common Stock	136,200,000
Option <u>(6)</u>	\$ 27.41							02/26/2014	02/26/2023		36,700,000

