

SUNTRUST BANKS INC  
 Form 4  
 September 01, 2016

**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 \*  
 Fortin Raymond D

(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)  
 08/30/2016

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)  
 Corp. EVP & General Counsel

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	08/30/2016		M		50,863	A	\$ 9.06
Common Stock	08/30/2016		M		23,260	A	\$ 27.41
Common Stock	08/30/2016		M		66,300	A	\$ 32.27
Common Stock	08/30/2016		S		105,000	D	(1) 64,596.564
Common Stock	08/31/2016		S		6,640	D	(2) 57,956.564

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Common Stock 1,050.0655 I 401(k) <sup>(3)</sup>

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

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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 of Number of Shares
Phantom Stock <sup>(4)</sup>	<sup>(4)</sup>					<sup>(4)</sup> <sup>(4)</sup>	Common Stock 1,519.35
Phantom Stock <sup>(5)</sup>	<sup>(5)</sup>					02/21/2015 <sup>(5)</sup>	Common Stock 2,315
Phantom Stock <sup>(5)</sup>	<sup>(5)</sup>					02/21/2016 <sup>(5)</sup>	Common Stock 2,315
Phantom Stock <sup>(5)</sup>	<sup>(5)</sup>					02/21/2017 <sup>(5)</sup>	Common Stock 2,316
Phantom Stock	<sup>(6)</sup>					02/10/2017 <sup>(6)</sup>	Common Stock 2,104
Phantom Stock	<sup>(6)</sup>					02/10/2018 <sup>(6)</sup>	Common Stock 2,104
Phantom Stock <sup>(7)</sup>	<sup>(7)</sup>					02/09/2017 <sup>(7)</sup>	Common Stock 2,339
Phantom Stock <sup>(7)</sup>	<sup>(7)</sup>					02/09/2018 <sup>(7)</sup>	Common Stock 2,339
Phantom Stock <sup>(7)</sup>	<sup>(7)</sup>					02/09/2019 <sup>(7)</sup>	Common Stock 2,339
Option <sup>(8)</sup>	\$ 85.06					02/13/2010 02/13/2017	Common Stock 18,000
Option <sup>(8)</sup>	\$ 64.58					02/12/2011 02/12/2018	Common Stock 33,500
Option <sup>(8)</sup>	\$ 9.06	08/30/2016		M	50,863	02/10/2012 02/08/2019	50,863



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(9) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan.

(10) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. One third of the award vests 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.

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