SUNTRUST BANKS INC

Form 4

February 10, 2014

FORM 4

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

OMB Number:

3235-0287

0.5

if no longer subject to

Check this box

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

January 31, Expires: 2005

OMB APPROVAL

Section 16. Form 4 or

Estimated average

burden hours per response...

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Panther Thomas E		Symbol		Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First)	(Middle)	3. Date of	f Earliest Tr	ransaction	(F F	ĺ	
303 PEACH	ITREE STRE	ET	(Month/E 02/07/2	•		Director _X_ Officer (give below) SVP,	e title 10% below) Controller, CAC	er (specify	
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
ATLANTA,	, GA 30303		Filed(Mor	nth/Day/Year)	Applicable Line) _X_ Form filed by 0 Form filed by N Person	1 0		
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative Securities Acq	uired, Disposed o	f, or Beneficiall	y Owned	
1.Title of Security	2. Transaction I (Month/Day/Ye			3. Transactio	4. Securities Acquired on(A) or Disposed of (D)	5. Amount of Securities	6. Ownership Form: Direct		

. •		Table	e I - Moll-D	errvative	Secui	mes Acq	un eu, Disposeu o	i, or belieficial	ly Owned
1.Title of	2. Transaction Date		3.	4. Securi			5. Amount of	6. Ownership Form: Direct	
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Transactio Code	(Instr. 3,		` ′	Securities Beneficially	(D) or	Indirect Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported Transaction(s)		
					or		(Instr. 3 and 4)		
~			Code V	Amount	(D)	Price	(
Common	02/07/2014		F	1,588	D	\$	34,672 <u>(1)</u>	D	
Stock				,		38.05			
Common Stock							1,082.4098	I (2)	401(k)

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.

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		te	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock (3)	<u>(3)</u>					<u>(3)</u>	<u>(3)</u>	Common Stock	978.1691
Option (4)	\$ 73.14					02/08/2008	02/08/2015	Common Stock	7,000
Option (5)	\$ 21.67					<u>(5)</u>	02/13/2022	Common Stock	9,933

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Panther Thomas E 303 PEACHTREE STREET ATLANTA, GA 30303

SVP, Controller, CAO

Signatures

David A. Wisniewski, Attorney-in-Fact for Thomas E. Panther

02/10/2014

**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).
- Includes restricted stock granted under the SunTrust Banks, Inc. 2004 and 2009 Stock Plans which are subject to vesting conditions. The restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. The plans are exempt under Rule 16(b)-3. Includes 1,157 shares of restricted stock which vest on 6/14/2014; 9,400 shares which vest on 2/14/2015, and 6,279 shares which vest on 2/12/2016.
- (2) Because the stock fund component of the 401(k) Plan is accounted for in unit accounting, the number of share equivalents varies based on the closing price of SunTrust stock on the applicable measurement date.
- (3) Phantom stock units acquired under the SunTrust Bank, Inc. Deferred Compensation Plan. These phantom stock units convert to common stock on a one-for-one basis.
- (4) Granted under the SunTrust Banks, Inc. 2004 Stock Plan.

Reporting Owners 2

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(5) Granted under 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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