SUNTRUST BANKS INC

Form 4

February 10, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Ad Delorier Rilla	•	rting Person *	2. Issuer Name and Ticker or Trading Symbol SUNTRUST BANKS INC [STI]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
303 PEACHTREE STREET, NE (Street) ATLANTA, GA 30308			(Month/Day/Year) 02/07/2014	Director 10% Owner _X Officer (give title Other (specify below) below) Executive Vice President & CMO 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person Person			
			4. If Amendment, Date Original Filed(Month/Day/Year)				
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	quired, Disposed of, or Beneficially Owner			

(City)	(State) (Table I - Non-Derivative Securities Acquired, Disposed of, or						or Beneficially Owned		
1.Title of	2. Transaction Date		3.	4. Securit			5. Amount of	6. Ownership		
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Code	ransaction(A) or Disposed of (D) ode (Instr. 3, 4 and 5)			Securities Beneficially	Form: Direct (D) or	Indirect Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
					(A) or		Reported Transaction(s) (Instr. 3 and 4)			
C			Code V	Amount	(D)	Price	(msu. 3 and 4)			
Common Stock	02/07/2014		F	2,631	D	\$ 38.05	4,061.437	D (1)		
Common Stock							503.6499	I (2)	401(K)	

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. Transacti Code (Instr. 8)	5. orNumber 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
Common Stock (1)	<u>(1)</u>					02/08/2013	02/08/2021	Common Stock	14,866
Phantom Stock (3)	<u>(3)</u>					(3)	(3)	Common Stock	6,752.342
Option (4)	\$ 27.41					02/26/2014	02/26/2023	Common Stock	5,848
Option (4)	\$ 27.41					02/26/2015	02/26/2023	Common Stock	5,848
Option (4)	\$ 27.41					02/26/2016	02/26/2023	Common Stock	5,848

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Director 10% Owner Office

Executive Vice President & CMO

Delorier Rilla S

303 PEACHTREE STREET, NE

ATLANTA, GA 30308

Signatures

David Wisniewski, Attorney-in-Fact for Rilla S. Delorier

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).
- (1) Granted under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt under SEC Rule 16b-3.
- (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.

Reporting Owners 2

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- (3) Represents restricted stock units, half of which vest on 2/14/2014 and half on 2/15/2015.
- (4) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. Award vests annually over the next 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.