

SUNTRUST BANKS INC

Form 4

February 27, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dinsmore Bradford R

(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)

02/26/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Exec Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/26/2014		M	5,833 A	\$ 21.67 33,351 ⁽¹⁾	D	
Common Stock	02/26/2014		S	6,633 D	\$ 37.295 26,718 ⁽¹⁾	D	
Common Stock	02/26/2014		S	100 D	\$ 37.292 26,618 ⁽¹⁾	D	
Common Stock	02/26/2014		S	100 D	\$ 37.29 26,518 ⁽¹⁾	D	

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 or Number of Shares
Phantom Stock <u>(4)</u>	<u>(4)</u>					02/14/2014 02/22/2022	Common Stock 2,209.58
Phantom Stock <u>(5)</u>	<u>(5)</u>					02/21/2015 <u>(5)</u>	Common Stock 2,315
Phantom Stock <u>(5)</u>	<u>(5)</u>					02/21/2016 <u>(5)</u>	Common Stock 2,315
Phantom Stock <u>(5)</u>	<u>(5)</u>					02/21/2017 <u>(5)</u>	Common Stock 2,316
Option <u>(2)</u>	\$ 19.98					08/09/2011 08/09/2021	Common Stock 56,727
Option <u>(3)</u>	\$ 21.67	02/26/2014		M	5,833	<u>(3)</u> 02/14/2022	Common Stock 5,833
Option <u>(3)</u>	\$ 27.41					02/26/2014 02/26/2023	Common Stock 5,848
Option <u>(3)</u>	\$ 27.41					02/26/2015 02/26/2023	Common Stock 5,848
Option <u>(3)</u>	\$ 27.41					02/26/2016 02/26/2023	Common Stock 5,848

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Dinsmore Bradford R 303 PEACHTREE STREET, N.E. ATLANTA, GA 30303	Exec Vice President

Signatures

David A. Wisniewski, Attorney-in-Fact for Bradford R.
Dinsmore

02/27/2014

__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) Includes the following shares which are subject to forfeiture: 17,158 which vest on 8/9/2014, and 10,000 shares which vest on 4/24/2015.

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

(3) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. One third of the award vests each year for three years.

(4) Represents satisfaction of return on asset performance condition of performance-vested restricted stock units granted on 2/14/2012.
Granted under the 2009 Stock Plan. Award will settle in shares in February, 2015.

(5) Represents time-vested phantom stock granted on February 21, 2014 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt
under Rule 16b-3. The restricted stock unit agreements contain tax withholding provisions which allow us to withhold units to satisfy tax
withholding obligations. Units will be settled in shares.

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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