Edgar Filing: SUNTRUST BANKS INC - Form 4

SUNTRUS Form 4	Γ BANKS INC												
Form 4 February 13	, 2017												
FORM	S SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940							OMB APPROVAL OMB 3235-0287 Number: January 31, 2005 Estimated average burden hours per response 0.5					
Check th if no lon subject t Section Form 4 e Form 5 obligatio may con <i>See</i> Instr 1(b).													
(Print or Type	Responses)												
1. Name and Address of Reporting Person <u>*</u> Panther Thomas E			2. Issuer Name and Ticker or Trading Symbol SUNTRUST BANKS INC [STI]					,]	5. Relationship of Reporting Person(s) to Issuer				
(Last)						ransaction	[511	1	(Check all applicable)				
((Month/Day/Year) 02/09/2017					Director 10% Owner X Officer (give title Other (specify below) SVP, Controller, CAO				
ATLANTA	(Street) A, GA 30303		4. If Ame Filed(Mo			ate Original r)		-	6. Individual or Joi Applicable Line) _X_ Form filed by Oi Form filed by Mo Person	ne Reporting Pe	rson		
(City)	(State)	(Zip)	Tab	le I - No	on-I	Derivative S	ecurit	ies Acqu	ired, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		ed Date, if	3.	etic 8)	4. Securitie our Disposed (Instr. 3, 4) Amount	es Acqu d of (D	uired (A)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	02/09/2017			М		925.922	А	\$ 57.73	20,047.882	D			
Common Stock	02/09/2017			F		358	D	\$ 57.73	19,689.882	D			
Common Stock	02/10/2017			М		829.051	А	\$ 57.76	20,518.933	D			
Common Stock	02/10/2017			F		318	D	\$ 57.76	20,200.933	D			
Common Stock									1,119.2478	I <u>(1)</u>	401(k)		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Number of orDerivative Securities Acquired (A) Disposed of ((Instr. 3, 4, ar 5)	or D)	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 Number Shares
Phantom Stock (2)	<u>(2)</u>						(2)	(2)	Common Stock	1,040.8
Phantom Stock (3)	<u>(3)</u>						02/21/2017	(3)	Common Stock	942
Phantom Stock	<u>(4)</u>	02/10/2017		М	829.051		02/10/2017	(4)	Common Stock	829.0
Phantom Stock	<u>(4)</u>						02/10/2018	(4)	Common Stock	794
Phantom Stock (5)	<u>(5)</u>	02/09/2017		М	925.922		02/09/2017	02/09/2017	Common Stock	925.9
Phantom Stock (5)	<u>(5)</u>						02/09/2018	02/09/2018	Common Stock	90:
Phantom Stock (5)	<u>(5)</u>						02/09/2019	02/09/2019	Common Stock	905

Date

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 Wisniewski, Attorney-in Panther	02/13/2017						

**Signature of Reporting Person

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) 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.
- (2) 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.

Represents time-vested restricted stock units granted on February 21, 2014 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is(3) 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.

Represents time-vested restricted stock units granted on February 10, 2015 under the 2009 Stock Plan. The Plan is exempt under Rule(4) 16b-3. The restricted stock unit award agreements contain tax withholding features which allow us to withhold units to satisfly withholding obligations. Units will be settled in shares.

Represents time-vested restricted stock units granted on February 9, 2016 under the sunTrust Banks, Inc. 2009 Stock Plan. The plan is
 (5) exempt under Rule 16b-3. Units will be settled in shares. The award agreement contains tax withholding features which allow us to withhold units to satisfy withholding obligations.

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.