

SUNTRUST BANKS INC

Form 4

February 13, 2017

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Callihan Margaret L

(Last) (First) (Middle)

303 PEACHTREE STREET, NE

(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)
02/09/2017

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)

CEVP Chief HR Officer

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/09/2017		M	1,234.903	A \$ 57.73	14,273.992	D
Common Stock	02/09/2017		F	478	D \$ 57.73	13,795.992	D
Common Stock	02/10/2017		M	833.19	A \$ 57.76	14,629.182	D
Common Stock	02/10/2017		F	272	A \$ 57.76	14,357.182	D
Common Stock	02/10/2017		M	833.19	A \$ 57.76	15,190.372	D

Edgar Filing: SUNTRUST BANKS INC - Form 4

Common Stock	02/10/2017	F	278	D	\$ 57.76	14,912.372	D
Common Stock	02/10/2017	M	1,021.419	A	\$ 57.76	15,933.791	D
Common Stock	02/10/2017	F	359	D	\$ 57.76	15,574.791	D

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.

SEC 1474
(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 of Number of Shares
Phantom Stock Units <u>(1)</u>	<u>(1)</u>	02/10/2017		M	833.19	02/10/2017 <u>(1)</u>	Common Stock 833.1
Phantom Stock Units <u>(1)</u>	<u>(1)</u>	02/10/2017		M	833.19	02/10/2017 <u>(1)</u>	Common Stock 833.1
Phantom Stock Units <u>(1)</u>	<u>(1)</u>	02/10/2017		M	1,021.419	02/10/2017 <u>(1)</u>	Common Stock 1,021.4
Phantom Stock Units <u>(1)</u>	<u>(1)</u>					02/10/2018 <u>(1)</u>	Common Stock 1,009.6
Phantom Stock Units <u>(1)</u>	<u>(1)</u>	02/09/2017		M	1,234.903	02/09/2017 <u>(1)</u>	Common Stock 1,234.9
Phantom Stock Units <u>(1)</u>	<u>(1)</u>					02/09/2018 <u>(1)</u>	Common Stock 1,220.9
Phantom Stock Units <u>(1)</u>	<u>(1)</u>					02/09/2019 <u>(1)</u>	Common Stock 1,220.9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Callihan Margaret L 303 PEACHTREE STREET, NE ATLANTA, GA 30308			CEVP Chief HR Officer	

Signatures

David Wisniewski, Attorney-in-Fact for Margaret L.
Callihan

02/13/2017

__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) Restricted stock units granted under the 2009 Stock Plan. One-third of units convert to common stock on a one-to-one basis on each anniversary.

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.