

SUNTRUST BANKS INC  
 Form 4  
 January 23, 2015

**FORM 4**

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

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Chancy Mark A

(Last) (First) (Middle)  
 303 PEACHTREE STREET, N.E.  
 (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)  
 01/21/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Corp. EVP-Wholesale Bank Exec

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	01/21/2015		S	12,000 D \$ 38.42	65,757	D <sup>(1)</sup>	
Common Stock					1,293.7967	I <sup>(2)</sup>	401(k)

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

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SEC 1474 (9-02)

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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. 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>(3)</u>	<u>(3)</u>					<u>(3)</u> <u>(3)</u>	Common Stock 2,308.6946
Phantom Stock <u>(7)</u>	<u>(7)</u>					02/21/2015 <u>(7)</u>	Common Stock 5,373
Phantom Stock <u>(7)</u>	<u>(7)</u>					02/21/2016 <u>(7)</u>	Common Stock 5,373
Phantom Stock <u>(7)</u>	<u>(7)</u>					02/21/2017 <u>(7)</u>	Common Stock 5,374
Option <u>(4)</u>	\$ 73.14					02/08/2008 02/08/2015	Common Stock 40,000
Option <u>(4)</u>	\$ 71.03					02/14/2009 02/14/2016	Common Stock 45,000
Option <u>(4)</u>	\$ 85.06					02/13/2010 02/13/2017	Common Stock 42,000
Option <u>(4)</u>	\$ 64.58					02/12/2011 02/12/2018	Common Stock 115,000
Option <u>(4)</u>	\$ 29.54					12/31/2011 12/31/2018	Common Stock 100,000
Option <u>(4)</u>	\$ 9.06					02/10/2012 02/10/2019	Common Stock 145,000
Option <u>(5)</u>	\$ 29.2					04/01/2012 04/01/2021	Common Stock 27,716
Option <u>(5)</u>	\$ 21.67					<u>(5)</u> 02/14/2022	Common Stock 55,400
Option <u>(5)</u>	\$ 27.41					02/26/2014 02/26/2023	Common Stock 14,949
Option <u>(5)</u>	\$ 27.41					02/26/2015 02/26/2023	Common Stock 14,949
Option <u>(5)</u>	\$ 27.41					02/26/2016 02/26/2023	Common Stock 14,948

