

SUNTRUST BANKS INC
 Form 4
 February 24, 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 *
 Freeman Thomas E

(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)
 02/20/2015

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)
 Corp. EVP & Chief Credit Off.

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	02/20/2015		M	V	3,829.051	A	(7) 46,104.68 D (2)
Common Stock	02/20/2015		F		1,747	D	\$ 41.08 44,357.68 D (3)
Common Stock					128	I	Son
Common Stock					640.9974	I (1)	401(k)

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 Number of Shares
Phantom Stock Units ⁽³⁾	⁽³⁾					⁽³⁾	⁽³⁾	Common Stock	1,480
Phantom Stock ⁽⁷⁾	⁽⁷⁾	02/20/2015		M	3,829.051	02/21/2015	⁽⁷⁾	Common Stock	3,829.051
Phantom Stock ⁽⁷⁾	⁽⁷⁾					02/21/2016	⁽⁷⁾	Common Stock	3,829.051
Phantom Stock ⁽⁷⁾	⁽⁷⁾					02/21/2017	⁽⁷⁾	Common Stock	3,829.051
Phantom Stock	⁽⁸⁾					02/10/2016	⁽⁸⁾	Common Stock	3,829.051
Phantom Stock	⁽⁸⁾					02/10/2017	⁽⁸⁾	Common Stock	3,829.051
Phantom Stock	⁽⁸⁾					02/10/2018	⁽⁸⁾	Common Stock	3,829.051
Option ⁽⁴⁾	\$ 71.03					02/14/2009	02/14/2016	Common Stock	18,000
Option ⁽⁴⁾	\$ 85.06					02/13/2010	02/13/2017	Common Stock	20,000
Option ⁽⁴⁾	\$ 64.58					02/12/2011	02/12/2018	Common Stock	81,000
Option ⁽⁴⁾	\$ 9.06					02/10/2012	02/10/2019	Common Stock	250,000
Option ⁽⁵⁾	\$ 9.06					02/10/2012	02/10/2019	Common Stock	250,000
Option ⁽⁶⁾	\$ 29.2					04/01/2012	04/01/2021	Common Stock	27,000
Option ⁽⁶⁾	\$ 21.67					⁽⁶⁾	02/14/2022		44,000

