

SUNTRUST BANKS INC  
Form 4  
February 29, 2016

**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 \*  
Fortin Raymond D

2. Issuer Name and Ticker or Trading Symbol  
SUNTRUST BANKS INC [STI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
303 PEACHTREE STREET, N.E.

3. Date of Earliest Transaction (Month/Day/Year)  
02/26/2016

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Corp. EVP & General Counsel

(Street)  
ATLANTA, GA 30308

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/26/2016		M		12,543.752	A	\$ 34.54
Common Stock	02/26/2016		M		14,999.819	A	\$ 34.54
Common Stock	02/26/2016		F		5,720	D	\$ 34.54
Common Stock	02/26/2016		F		7,193	D	\$ 34.54
Common Stock							1,051.985
						I	401(k) <sup>(1)</sup>

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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 Security (Instr. 3 and 4)		
				Code V	(A)	(D)	Title	Amount Number of Shares	
Phantom Stock <u>(2)</u>	<u>(2)</u>					<u>(2)</u>	Common Stock	1,500	
Phantom Stock <u>(6)</u>	<u>(6)</u>					02/21/2015	Common Stock	2	
Phantom Stock <u>(6)</u>	<u>(6)</u>					02/21/2017	Common Stock	2	
Phantom Stock <u>(7)</u>	<u>(7)</u>					02/10/2017	Common Stock	2	
Phantom Stock <u>(7)</u>	<u>(7)</u>					02/10/2018	Common Stock	2	
Option <u>(3)</u>	\$ 85.06					02/13/2010	Common Stock	10	
Option <u>(3)</u>	\$ 64.58					02/12/2011	Common Stock	30	
Option <u>(3)</u>	\$ 9.06					02/10/2012	Common Stock	100	
Option <u>(4)</u>	\$ 32.27					02/08/2014	Common Stock	60	
Option <u>(5)</u>	\$ 21.67					<u>(5)</u>	02/14/2022	Common Stock	30
Option <u>(5)</u>	\$ 27.41					02/26/2014	Common Stock	70	
Option <u>(5)</u>	\$ 27.41					02/26/2015	Common Stock	70	
Option <u>(5)</u>	\$ 27.41					02/26/2016	Common Stock	70	
Option <u>(8)</u>	\$ 34.54	02/26/2016		M	12,543.752	<u>(8)</u>	<u>(8)</u>	12,543.752	

