

# 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 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <b>Fortin Raymond D</b> (Last) (First) (Middle) <b>303 PEACHTREE STREET, N.E.</b> (Street) <b>ATLANTA, GA 30308</b> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>SUNTRUST BANKS INC [ STI ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Corp. EVP &amp; General Counsel</b>
3. Date of Earliest Transaction (MM/DD/YYYY) <b>2/9/2016</b>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/10/2016		M		2150.974	A	\$32.84	49450.603	D (1)	
Common Stock	2/10/2016		F		667	D	\$32.84	48783.603	D (1)	
Common Stock								1051.985	I	401(k) (2)

Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock (3)	(3)						(3)	(3)	Common Stock	1500.7778		1500.7778	D	
Phantom Stock (7)	(7)						2/21/2015	(7)	Common Stock	2315		2315	D	
Phantom Stock (7)	(7)						2/21/2016	(7)	Common Stock	2315		2315	D	
Phantom Stock (7)	(7)						2/21/2017	(7)	Common Stock	2316		2316	D	
Phantom Stock	(8)	2/10/2016		M		2150.974	2/10/2016	(8)	Common Stock	2150.974	(8)	0	D	
Phantom Stock	(8)						2/10/2017	(8)	Common Stock	2104		2104	D	
Phantom Stock	(8)						2/10/2018	(8)	Common Stock	2104		2104	D	
Option (4)	\$71.03						2/14/2009	2/14/2016	Common Stock	20000		20000	D	
Option (4)	\$85.06						2/13/2010	2/13/2017	Common Stock	18000		18000	D	
Option (4)	\$64.58						2/12/2011	2/12/2018	Common Stock	33500		33500	D	
Option (4)	\$9.06						2/10/2012	2/8/2019	Common Stock	100863		100863	D	
Option (5)	\$32.27						2/8/2014	2/8/2021	Common Stock	66300		66300	D	
Option (6)	\$21.67						(6)	2/14/2022	Common Stock	30000		30000	D	
Option (6)	\$27.41						2/26/2014	2/26/2023	Common Stock	7753		7753	D	
Option (6)	\$27.41						2/26/2015	2/26/2023	Common Stock	7753		7753	D	
Option (6)	\$27.41						2/26/2016	2/26/2023	Common Stock	7754		7754	D	

**Explanation of Responses:**

- ( Represents time-vested restricted stock units granted on February 9, 2016 under the SunTrust Banks, Inc. 2009 Stock Plan. the plan is exempt under Rule 16b-03. Units will be settled in shares. The award agreement contains tax withholding features which allow us to withhold units to satisfy withholding obligations.
- ( 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.
- ( The phantom stock units were acquired under the SunTrust Banks, Inc. Deferred Compensation Plan and convert to common stock on a one-to-one basis.
- ( Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
- ( Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan.
- ( Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. One third of the award vests each year for three years.
- ( Represents time-vested phantom stock granted on February 21, 2014 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt under Rule 16b-3.
- 7) 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 16b-3. The restricted stock unit award agreements contain tax withholding features which allow us to withhold units to satisfy withholding obligations. Units will be settled in shares.
- 8)

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Fortin Raymond D</b> <b>303 PEACHTREE STREET, N.E.</b> <b>ATLANTA, GA 30308</b>			<b>Corp. EVP &amp; General Counsel</b>	

**Signatures****David A. Wisniewski, Attorney-in-Fact for Raymond D. Fortin****2/11/2016**

—Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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