

# **SUNTRUST BANKS INC**

Reported by  
**PANTHER THOMAS E**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 11/20/13 for the Period Ending 11/19/13

Address	303 PEACHTREE ST N E ATLANTA, GA 30308
Telephone	4045887711
CIK	0000750556
Symbol	STI
SIC Code	6021 - National Commercial Banks
Industry	Regional Banks
Sector	Financial
Fiscal Year	12/31

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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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 *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
<b>Panther Thomas E</b>	<b>SUNTRUST BANKS INC [ STI ]</b>	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
<b>303 PEACHTREE STREET</b>	<b>11/19/2013</b>	<b>SVP, Controller, CAO</b>
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
<b>ATLANTA, GA 30303</b>		<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City) (State) (Zip)		<input type="checkbox"/> 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. 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	11/19/2013		S		1351	D	\$36.12	37073 (1)	D	
Common Stock								1080.7227	I (2)	401(k)

**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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock (3)	(3)							(3)	(3)	Common Stock	975.4101		975.4101	D	
Option (4)	\$73.19							2/10/2007	2/10/2014	Common Stock	3000		3000	D	
Option (4)	\$73.14							2/8/2008	2/8/2015	Common Stock	7000		7000	D	
Option (5)	\$21.67							(5)	2/13/2022	Common Stock	9933		9933	D	

### Explanation of Responses:

- (1) Includes restricted stock granted under the SunTrust Banks, Inc. 2004 and 2009 Stock Plans which are subject to vesting conditions. The restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. The plans are exempt under Rule 16(b)-3. Includes 4,500 shares which vest on 2/8/14; 1,157 shares of restricted stock which vest on 6/14/2014; 9,400 shares which vest on 2/14/2015, and 6,279 shares which vest on 2/12/2016.
- (2) 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.
- (3) Phantom stock units acquired under the SunTrust Bank, Inc. Deferred Compensation Plan. These phantom stock units convert to common stock on a one-for-one basis.
- (4) Granted under the SunTrust Banks, Inc. 2004 Stock Plan.
- (5) Granted under the SunTrust Banks, Inc. 2009 Stock Plan. One third of the award vests each year for three years.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Panther Thomas E</b> <b>303 PEACHTREE STREET</b> <b>ATLANTA, GA 30303</b>			<b>SVP, Controller, CAO</b>	

**Signatures****David A. Wisniewski, Attorney-in-Fact for Thomas E. Panther****11/20/2013**

\*\* 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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