

SUNTRUST BANKS INC

Reported by
DINSMORE BRADFORD R

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/18/14 for the Period Ending 02/14/14

| | |
|-------------|---|
| 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) |
| Dinsmore Bradford R | SUNTRUST BANKS INC [STI] | <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) |
| 303 PEACHTREE STREET, N.E. | 2/14/2014 | Exec Vice President |
| (Street) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line) |
| ATLANTA, GA 30303 | | <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 | | | | | | 27518 (1) | D |

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 ⁽⁴⁾ | ⁽⁴⁾ | 2/14/2014 | | M | | 3412.584 | | 2/14/2014 | 2/14/2022 | Common Stock | 3412.584 | ⁽⁴⁾ | 3412.584 | D | |
| Phantom Stock ⁽⁴⁾ | ⁽⁴⁾ | 2/14/2014 | | F | | | 1203 | 2/14/2014 | 2/22/2022 | Common Stock | 1203 | ⁽⁴⁾ | 2209.584 | D | |
| Option ⁽²⁾ | \$19.98 | | | | | | | 8/9/2011 | 8/9/2021 | Common Stock | 56727 | | 56727 | D | |
| Option ⁽³⁾ | \$21.67 | | | | | | | ⁽³⁾ | 2/14/2022 | Common Stock | 11666 | | 11666 | D | |
| Option ⁽³⁾ | \$27.41 | | | | | | | 2/26/2014 | 2/26/2023 | Common Stock | 5848 | | 5848 | D | |
| Option ⁽³⁾ | \$27.41 | | | | | | | 2/26/2015 | 2/26/2023 | Common Stock | 5848 | | 5848 | D | |
| Option ⁽³⁾ | \$27.41 | | | | | | | 2/26/2016 | 2/26/2023 | Common Stock | 5848 | | 5848 | D | |

Explanation of Responses:

- (1) Includes the following shares which are subject to forfeiture: 17,158 which vest on 8/9/2014, and 10,000 shares which vest on 4/24/2015.
- (2) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan.
- (3) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. One third of the award vests each year for three years.
- (4) Represents satisfaction of return on asset performance condition of performance-vested restricted stock units granted on 2/14/2012. Granted under the 2009 Stock Plan. Award will settle in shares in February, 2015.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dinsmore Bradford R 303 PEACHTREE STREET, N.E. ATLANTA, GA 30303 | | | Exec Vice President | |

Signatures**David A. Wisniewski, Attorney-in-Fact for Bradford R. Dinsmore****2/18/2014**

** 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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