

# **SUNTRUST BANKS INC**

Reported by  
**CARRIG KENNETH J**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 02/12/15 for the Period Ending 02/10/15

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

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

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Form 4 or Form 5  
obligations may continue.  
See Instruction 1(b).

## 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>CARRIG KENNETH J</b>	<b>SUNTRUST BANKS INC [ STI ]</b>	<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>CEVP &amp; Chief HR Officer</b>
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	
<b>303 PEACHTREE STREET, NE</b>	<b>2/10/2015</b>	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
<b>ATLANTA, GA 30308</b>		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. 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								8575	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 (3)	(3)							2/14/2014	2/14/2022	Common Stock	3867.354		3867.354	D	
Phantom Stock (4)	(4)							2/21/2015	(4)	Common Stock	2315		2315	D	
Phantom Stock (4)	(4)							2/21/2016	(4)	Common Stock	2315		2315	D	
Phantom Stock (4)	(4)							2/21/2015	(4)	Common Stock	2316		2316	D	
Phantom Stock	(5)	2/10/2015		A		2104		2/10/2016	(5)	Common Stock	2104	(5)	2104	D	
Phantom Stock	(5)	2/10/2015		A		2104		2/10/2017	(5)	Commons Stock	2104	(5)	2104	D	
Phantom Stock	(5)	2/10/2015		A		2104		2/10/2018	(5)	Common Stock	2104	(5)	2104	D	
Option (1)	\$25.95							6/14/2014	6/14/2021	Common Stock	35500		35500	D	
Option (2)	\$21.67							(2)	2/14/2022	Common Stock	30000		30000	D	
Option (2)	\$27.41							2/26/2014	2/26/2023	Common Stock	7753		7753	D	
Option (2)	\$27.41							2/26/2015	2/26/2023	Common Stock	7753		7753	D	
Option (2)	\$27.41							2/26/2016	2/26/2023	Common Stock	7754		7754	D	

**Explanation of Responses:**

- (1) Granted under the SunTrust Banks, Inc. 2009 Stock Plan.
- (2) Granted pursuant to the 2009 SunTrust Banks, Inc. Stock Plan. One third of the award vests each year for three years.
- (3) 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.
- (4) 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. 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.
- (5) 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.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>CARRIG KENNETH J</b> <b>303 PEACHTREE STREET, NE</b> <b>ATLANTA, GA 30308</b>	<b>X</b>		<b>CEVP &amp; Chief HR Officer</b>	

**Signatures****Raymond Fortin, Attorney-in-Fact for Kenneth J. Carrig****2/12/2015**

\*\* 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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