

SUNTRUST BANKS INC

Reported by
GILLANI ALEEM

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/24/15 for the Period Ending 02/20/15

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)
Gillani Aleem	SUNTRUST BANKS INC [STI]	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Corp. Exex. Vice Pres and CFO
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	
303 PEACHTREE STREET, N.E.	2/20/2015	
(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 <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	2/20/2015		M		3485.027	A	(6)	152448.92	D (1)	
Common Stock	2/20/2015		F		1672	D	\$41.08	150776.92	D (1)	
Common Stock								7001.7803	I	401(k) (3)
Common Stock								1500	I	Custodial Account (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	(A)	(D)	Date Exercisable	Expiration Date	Title					Amount or Number of Shares
Phantom Stock	(4)							(4)	(4)	Common Stock	1013.5534		1013.5534	D	
Phantom Stock (6)	(6)	2/20/2015		M		3485.027		2/21/2015	(6)	Common Stock	3485.027	(6)	0	D	
Phantom Stock (6)	(6)							2/21/2016	(6)	Common Stock	3424		3424	D	
Phantom Stock (6)	(6)							2/21/2017	(6)	Common Stock	3424		3424	D	
Phantom Stock	(7)							2/10/2016	(7)	Common Stock	3111		3111	D	
Phantom Stock	(7)							2/10/2017	(7)	Common Stock	3111		3111	D	
Phantom Stock	(7)							2/10/2018	(7)	Common Stock	3111		3111	D	
Option (5)	\$27.41							2/26/2015	2/26/2023	Common Stock	11464		11464	D	
	\$27.41							2/26/2016	2/26/2023	Common	11464		11464	D	

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				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (5)									Stock					

Explanation of Responses:

- (1) Includes restricted stock granted under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt under SEC Rule 16b-3.
- (2) Shares are held in a custodial account for the benefit of an adult family member over which account the reporting person has investment and voting control.
- (3) 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.
- (4) Acquired under the SunTrust Banks, Inc. Deferred Compensation Plan. These convert to common stock on a one-for-one basis.
- (5) Granted pursuant to the SunTrust Banks, inc. 2009 Stock Plan. One third of the award vests each year for three years.
- (6) 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.
- (7) 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
Gillani Aleem 303 PEACHTREE STREET, N.E. ATLANTA, GA 30303			Corp. Exex. Vice Pres and CFO	

Signatures**David A. Wisniewski, Attorney-in-Fact for Aleem Gillani****2/24/2015**

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.