

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

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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>CARRIG KENNETH J</b>		<b>SUNTRUST BANKS INC [ STI ]</b>		<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ 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>2/19/2016</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	2/19/2016		M		2407.724	A	\$34.15	68035.272	D	
Common Stock	2/12/2016		F		1155	D	\$34.15	66880.272	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)	2/19/2016		M		2407.724		2/21/2016	(4)	Common Stock	2407.724	(4)	0	D	
Phantom Stock (4)	(4)							2/21/2015	(4)	Common Stock	2316		2316	D	
Phantom Stock	(5)							2/10/2017	(5)	Common Stock	2104		2104	D	
Phantom Stock	(5)							2/10/2018	(5)	Common Stock	2104		2104	D	
Phantom Stock (1)	(1)							2/9/2017	2/9/2017	Common Stock	2339		2339	D	
Phantom Stock (1)	(1)							2/9/2018	2/9/2018	Common Stock	2339		2339	D	
Phantom Stock (1)	(1)							2/9/2019	2/9/2019	Common Stock	2339		2339	D	
Option (2)	\$25.95							6/14/2014	6/14/2021	Common Stock	35500		35500	D	
Option (3)	\$21.67							(3)	2/14/2022	Common Stock	30000		30000	D	
Option (3)	\$27.41							2/26/2014	2/26/2023	Common Stock	7753		7753	D	
Option (3)	\$27.41							2/26/2015	2/26/2023	Common Stock	7753		7753	D	
Option (3)	\$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 1) 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.

( 2) Granted under the SunTrust Banks, Inc. 2009 Stock Plan.

- (  
**3)** Granted pursuant to the 2009 SunTrust Banks, Inc. Stock Plan. One third of the award vests each year for three years.
- (  
**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.
- (  
**5)** 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 303 PEACHTREE STREET, NE ATLANTA, GA 30308</b>	<b>X</b>		<b>CEVP &amp; Chief HR Officer</b>	

**Signatures**

**David Wisniewski, Attorney-in-Fact for Kenneth J. Carrig**

**2/23/2016**

\*\*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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