

SUNTRUST BANKS INC
 Form 4
 February 17, 2015

FORM 4

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

OMB APPROVAL

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROGERS WILLIAM H JR

(Last) (First) (Middle)
 303 PEACHTREE STREET, N.E.
 (Street)

ATLANTA, GA 30308

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SUNTRUST BANKS INC [STI]

3. Date of Earliest Transaction
 (Month/Day/Year)
02/13/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 or Price		
Common Stock	02/13/2015		M		27,268.826 A \$ 41.57	D	(1)
Common Stock	02/13/2015		M		81,702.796 A \$ 41.57	D	
Common Stock	02/13/2015		F		8,923 D \$ 41.57	D	
Common Stock	02/13/2015		F		39,177 D \$ 41.57	D	
Common Stock						I	401(k) (2)

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Phantom Stock ⁽³⁾	⁽³⁾					⁽³⁾ ⁽³⁾	Common Stock 1,74
Phantom Stock ⁽⁴⁾	⁽⁴⁾	02/13/2015		M	27,268.826	02/24/2014 02/24/2022	Common Stock 27,2
Phantom Stock ⁽⁴⁾	⁽⁴⁾					⁽⁴⁾ ⁽⁴⁾	Common Stock 8
Phantom Stock ⁽⁷⁾	⁽⁷⁾					02/21/2015 ⁽⁷⁾	Common Stock 1
Phantom Stock ⁽⁷⁾	⁽⁷⁾					02/21/2016 ⁽⁷⁾	Common Stock 1
Phantom Stock ⁽⁷⁾	⁽⁷⁾					02/21/2017 ⁽⁷⁾	Common Stock 1
Phantom Stock	⁽⁸⁾					02/10/2016 ⁽⁸⁾	Common Stock 1
Phantom Stock	⁽⁸⁾					02/10/2017 ⁽⁸⁾	Common Stock 1
Phantom Stock	⁽⁸⁾					02/10/2018 ⁽⁸⁾	Common Stock 1
Option ⁽⁵⁾	\$ 71.03					02/14/2009 02/14/2016	Common Stock 3
Option ⁽⁵⁾	\$ 85.06					02/13/2010 02/13/2017	Common Stock 3
Option ⁽⁵⁾	\$ 64.58					02/12/2011 02/12/2018	Common Stock 8
Option ⁽⁵⁾	\$ 29.54					12/31/2011 12/31/2018	Common Stock 10
Option ⁽⁶⁾	\$ 29.2					04/01/2012 04/01/2021	8

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