

SUNTRUST BANKS INC  
 Form 4  
 February 19, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. 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, 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 \*  
 Freeman Thomas E

(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)  
 02/18/2015

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)  
 Corp. EVP & Chief Credit Off.

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	02/18/2015		S		12,000	D	11
Common Stock						I	Son
Common Stock					640.9974	I	401(k)

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

**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**

SEC 1474 (9-02)

number.

**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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units <sup>(4)</sup>	<sup>(4)</sup>					<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	1,486,2124
Phantom Stock <sup>(8)</sup>	<sup>(8)</sup>					02/21/2015	<sup>(8)</sup>	Common Stock	3,761
Phantom Stock <sup>(8)</sup>	<sup>(8)</sup>					02/21/2016	<sup>(8)</sup>	Common Stock	3,761
Phantom Stock <sup>(8)</sup>	<sup>(8)</sup>					02/21/2017	<sup>(8)</sup>	Common Stock	3,762
Phantom Stock	<sup>(9)</sup>					02/10/2016	<sup>(9)</sup>	Common Stock	3,111
Phantom Stock	<sup>(9)</sup>					02/10/2017	<sup>(9)</sup>	Common Stock	3,111
Phantom Stock	<sup>(9)</sup>					02/10/2018	<sup>(9)</sup>	Common Stock	3,111
Option <sup>(5)</sup>	\$ 71.03					02/14/2009	02/14/2016	Common Stock	18,000
Option <sup>(5)</sup>	\$ 85.06					02/13/2010	02/13/2017	Common Stock	20,000
Option <sup>(5)</sup>	\$ 64.58					02/12/2011	02/12/2018	Common Stock	81,400
Option <sup>(5)</sup>	\$ 9.06					02/10/2012	02/10/2019	Common Stock	250,000
Option <sup>(6)</sup>	\$ 9.06					02/10/2012	02/10/2019	Common Stock	25,276
Option <sup>(7)</sup>	\$ 29.2					04/01/2012	04/01/2021	Common Stock	27,349

