

SUNTRUST BANKS INC  
 Form 4  
 February 13, 2017

**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 \*  
 Callihan Margaret L

(Last) (First) (Middle)  
 303 PEACHTREE STREET, NE  
 (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)  
 02/09/2017

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)  
 CEVP Chief HR Officer

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	(A) or (D)	Price
Common Stock	02/09/2017		M		1,234.903	A	\$ 57.73
Common Stock	02/09/2017		F		478	D	\$ 57.73
Common Stock	02/10/2017		M		833.19	A	\$ 57.76
Common Stock	02/10/2017		F		272	A	\$ 57.76
Common Stock	02/10/2017		M		833.19	A	\$ 57.76

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Common Stock	02/10/2017	F	278	D	\$ 57.76	14,912.372	D
Common Stock	02/10/2017	M	1,021.419	A	\$ 57.76	15,933.791	D
Common Stock	02/10/2017	F	359	D	\$ 57.76	15,574.791	D

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Phantom Stock Units <sup>(1)</sup>	<u>(1)</u>	02/10/2017		M	833.19	02/10/2017 <sup>(1)</sup>	Common Stock 833.1
Phantom Stock Units <sup>(1)</sup>	<u>(1)</u>	02/10/2017		M	833.19	02/10/2017 <sup>(1)</sup>	Common Stock 833.1
Phantom Stock Units <sup>(1)</sup>	<u>(1)</u>	02/10/2017		M	1,021.419	02/10/2017 <sup>(1)</sup>	Common Stock 1,021.4
Phantom Stock Units <sup>(1)</sup>	<u>(1)</u>					02/10/2018 <sup>(1)</sup>	Common Stock 1,009.6
Phantom Stock Units <sup>(1)</sup>	<u>(1)</u>	02/09/2017		M	1,234.903	02/09/2017 <sup>(1)</sup>	Common Stock 1,234.9
Phantom Stock Units <sup>(1)</sup>	<u>(1)</u>					02/09/2018 <sup>(1)</sup>	Common Stock 1,220.9
Phantom Stock Units <sup>(1)</sup>	<u>(1)</u>					02/09/2019 <sup>(1)</sup>	Common Stock 1,220.9

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Callihan Margaret L 303 PEACHTREE STREET, NE ATLANTA, GA 30308			CEVP Chief HR Officer	

# Signatures

David Wisniewski, Attorney-in-Fact for Margaret L. Callihan	02/13/2017
<u>        </u> **Signature of Reporting Person	Date

# Explanation of Responses:

- \* 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).
- (1) Restricted stock units granted under the 2009 Stock Plan. One-third of units convert to common stock on a one-to-one basis on each anniversary.

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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