

SUNTRUST BANKS INC  
Form 4  
February 23, 2017

**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 \*  
Chancy Mark A

(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)  
02/21/2017

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)  
Corp. EVP-Wholesale Bank Exec

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                    | 02/21/2017                           |  | M                              |   | 52,034.409 A \$ 59.79   | 170,027.199   | D  |   |
| Common Stock                    | 02/21/2017                           |  | M                              |   | 5,717.394 A \$ 59.79    | 175,744.593   | D  |   |
| Common Stock                    | 02/21/2017                           |  | F                              |   | 24,951 D \$ 59.79       | 150,793.593   | D  |   |
| Common Stock                    | 02/21/2017                           |  | F                              |   | 2,742 D \$ 59.79        | 148,051.593   | D  |   |
| Common Stock                    | 02/22/2017                           |  | S                              |   | 15,000 D \$ 133,051.593 | 133,051.593   | D  |   |

Edgar Filing: SUNTRUST BANKS INC - Form 4

Common Stock 1,316.55 I <sup>(2)</sup> 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 number.** SEC 1474 (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 Underlying (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title                          |
| Phantom Stock <sup>(10)</sup>              | <sup>(10)</sup>  |                                      |  |                                |   | <sup>(10)</sup> <sup>(10)</sup>                          | Common Stock                   |
| Phantom Stock <sup>(3)</sup>               | <sup>(3)</sup>   | 02/21/2017                           |  | M                              | 5,717.394   | 02/21/2017 <sup>(3)</sup>                                | Common Stock                   |
| Phantom Stock                              | <sup>(8)</sup>   |                                      |  |                                |   | 02/10/2018 <sup>(8)</sup>                                | Common Stock                   |
| Phantom Stock <sup>(9)</sup>               | <sup>(9)</sup>   |                                      |  |                                |   | 02/09/2018 02/09/2018                                    | Common Stock                   |
| Phantom Stock <sup>(9)</sup>               | <sup>(9)</sup>   |                                      |  |                                |   | 02/09/2019 02/09/2019                                    | Common Stock                   |
| Phantom Stock <sup>(9)</sup>               | <sup>(9)</sup>   |                                      |  |                                |   | 02/09/2019 02/09/2019                                    | Common Stock                   |
| Phantom Stock <sup>(9)</sup>               | <sup>(9)</sup>   |                                      |  |                                |   | 02/09/2020 02/09/2020                                    | Common Stock                   |
| Option <sup>(4)</sup>                      | \$ 64.58   |                                      |  |                                |   | 02/12/2011 02/12/2018                                    | Common Stock                   |
| Option <sup>(4)</sup>                      | \$ 9.06  |                                      |  |                                |   | 02/10/2012 02/10/2019                                    | Common Stock                   |
| Option <sup>(5)</sup>                      | \$ 29.2  |                                      |  |                                |   | 04/01/2012 04/01/2021                                    | Common Stock                   |
| Option <sup>(5)</sup>                      | \$ 21.67   |                                      |  |                                |   | <sup>(5)</sup> 02/14/2022                                | Common Stock                   |
| Option <sup>(5)</sup>                      | \$ 27.41   |                                      |  |                                |   | 02/26/2014 02/26/2023                                    | Common Stock                   |



## Edgar Filing: SUNTRUST BANKS INC - Form 4

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.

- (9) 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 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.
- (10) The phantom stock units were acquired under SunTrust Banks, Inc.'s Deferred Compensation Plan. These securities convert to common stock on a one-for-one basis.
- (11) Represents performance stock which was granted on February 21, 2014 and which vested on February 21, 2017. Award is settled in common stock. Because exceptional performance resulted in the award vesting at greater than 130% of target, the amount that vested in excess of 130% is subject to a one year deferral.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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