

SUNTRUST BANKS INC
 Form 4
 February 25, 2014

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 *
 Cheriyan Anil T

(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)
 02/21/2014

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 Ex Vice Pres & CIO

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)
Common Stock				(A) or (D) Price	16,892	D <u>(1)</u> <u>(2)</u>	

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

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SEC 1474 (9-02)

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

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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 <u>(4)</u>	<u>(4)</u>							02/14/2014	02/14/2022	Common Stock	2,804,128
Phantom Stock <u>(6)</u>	<u>(6)</u>	02/21/2014		A		3,423		02/21/2015	<u>(6)</u>	Common Stock	3,423
Phantom Stock <u>(6)</u>	<u>(6)</u>	02/21/2014		A		3,424		02/21/2016	<u>(6)</u>	Common Stock	3,424
Phantom Stock <u>(6)</u>	<u>(6)</u>	02/21/2014		A		3,424		02/21/2017	<u>(6)</u>	Common Stock	3,424
Option <u>(2)</u>	\$ 23.68							04/24/2014	04/24/2022	Common Stock	24,692
Option <u>(2)</u>	\$ 23.68							<u>(3)</u>	04/24/2022	Common Stock	49,383
Option <u>(5)</u>	\$ 27.41							02/26/2014	02/26/2023	Common Stock	11,464
Option <u>(5)</u>	\$ 27.41							02/26/2015	02/26/2023	Common Stock	11,464
Option <u>(5)</u>	\$ 27.41							02/26/2016	02/26/2023	Common Stock	11,465

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cheriyen Anil T 303 PEACHTREE STREET, NE ATLANTA, GA 30308			Officer	
	Corp Ex Vice Pres & CIO			

Signatures

David Wisniewski, Attorney-in-Fact for Anil T. Cheriyen	02/25/2014
**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) Includes 16,892 shares of restricted stock which vest on 4/24/2014.
- (2) Granted under the SunTrust Banks, Inc. 2009 Stock Plan. Grant is exempt under Rule 16b-3.
- (3) Award vests pro rata annually over three years.
- (4) Represents satisfaction of return on asset performance condition of performance-vested restricted stock units granted on 2/14/2012. Granted under the 2009 Stock Plan. Award will settle in shares in February, 2015.
- (5) Granted under the SunTrust Banks, inc. 2009 Stock Plan. One third of the award vests each year for three years.
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. 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.
- (6)

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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