

SUNTRUST BANKS INC
 Form 4
 February 18, 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 *
 Lienhard Jerome T

(Last) (First) (Middle)

303 PEACHTREE STREET, N.E.

(Street)

ATLANTA, GA 30303

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/14/2014

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)
 Pres & CEO, SunTrust Mortgage

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)	43,588	D ⁽¹⁾	

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Phantom Stock ⁽²⁾	⁽²⁾							⁽²⁾	⁽²⁾	Common Stock	1,17
Phantom Stock ⁽³⁾	⁽³⁾	02/14/2014		M		3,412.854		02/14/2014	02/14/2022	Common Stock	3,4
Phantom Stock ⁽³⁾	⁽³⁾	02/14/2014		F		1,130		02/14/2014	02/14/2022	Common Stock	1
Option ⁽⁴⁾	\$ 64.58							02/12/2011	02/12/2018	Common Stock	22
Option ⁽⁴⁾	\$ 9.06							02/10/2012	02/10/2019	Common Stock	40
Option ⁽⁵⁾	\$ 27.5							04/26/2014	04/26/2021	Common Stock	7
Option ⁽⁵⁾	\$ 32.27							02/08/2014	02/08/2021	Common Stock	19
Option ⁽⁵⁾	\$ 23.68							04/24/2015	04/24/2022	Common Stock	6
Option ⁽⁶⁾	\$ 27.41							02/26/2014	02/26/2023	Common Stock	6
Option ⁽⁶⁾	\$ 27.41							02/26/2015	02/26/2023	Common Stock	6
Option ⁽⁶⁾	\$ 27.41							02/26/2016	02/26/2023	Common Stock	6
Option ⁽⁶⁾	\$ 21.67							⁽⁶⁾	02/14/2022	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lienhard Jerome T 303 PEACHTREE STREET, N.E. ATLANTA, GA 30303			Pres & CEO, SunTrust Mortgage	

Signatures

David A. Wisniewski, Attorney-in-Fact for Jerome T.
Lienhard

02/18/2014

__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 the following shares which are subject to forfeiture: 2,728 which vest on 4/26/2014; and 3,186 which vest on 4/24/2015.
- (2) - The phantom stock units were acquired under the sunTrust Banks, Inc. Deferred Compensation Plan and convert to common stock on a one-to-one basis.
- (3) 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.
- (4) - Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan
- (5) - Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan
- (6) - Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. One third of the award vest each year for three years.

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.