SUNTRUST BANKS INC
Form 4
November 14, 2016

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROGERS WILLIAM H JR

(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)
11/10/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	11/10/2016		M		33,000	A	$ 29.54	346,509.346	D	
Common Stock	11/10/2016		M		83,700	A	$ 9.06	463,209.346	D	
Common Stock	11/10/2016		G	V	7,300	D	(1)	455,909.346	D	
Common Stock	11/10/2016		S		74,172	D	(2)	381,197.346	D	
Common Stock								8,104.6222	I	401(k) (3)

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

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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 (4)	(4)							(4)	(4)	Common Stock	1,818.05
Phantom Stock (6)	(6)							(6)	(6)	Common Stock	17,813.3
Phantom Stock (7)	(7)							02/21/2017	(7)	Common Stock	13,450
Phantom Stock	(8)							02/10/2017	(8)	Common Stock	12,22
Phantom Stock	(8)							02/10/2018	(8)	Common Stock	12,22
Phantom Stock (9)	(9)							02/09/2017	02/09/2017	Common Stock	13,586
Phantom Stock (9)	(9)							02/09/2018	02/09/2018	Common Stock	13,586
Phantom Stock (9)	(9)							02/09/2019	02/09/2019	Common Stock	13,587
Option (5)	$ 85.06							02/13/2010	02/13/2017	Common Stock	35,000
Option (5)	$ 64.58							02/12/2011	02/12/2018	Common Stock	88,800
Option (5)	$ 29.54	11/10/2016		M			33,000	12/31/2011	12/31/2018	Common Stock	33,000
Option (6)	$ 9.06	11/10/2016		M			83,700	02/10/2012	02/10/2019	Common Stock	83,700
Option (6)	$ 29.2							04/01/2012	04/01/2021	Common Stock	84,439

Option (6)	$ 21.67	(7)	02/14/2022	Common Stock	136,20
Option (6)	$ 27.41	02/26/2014	02/26/2023	Common Stock	36,70
Option (6)	$ 27.41	02/26/2015	02/26/2023	Common Stock	36,70
Option (6)	$ 27.41	02/26/2016	02/26/2023	Common Stock	36,70

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROGERS WILLIAM H JR 303 PEACHTREE STREET, N.E. ATLANTA, GA 30308			Chairman and CEO	

Signatures

David A. Wisniewski, Attorney-in-Fact for William H. Rogers, Jr.	11/14/2016
**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) This transaction was a gift.

(2) Sold at prices ranging from $49.58 to $49.645.

(3) Because the stock fund component of the 401(k) Plan is accounted for in unit accounting, the number of share equivalents varies based on the closing price of SunTrust stock on the applicable measurement date.

(4) 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.

(5) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.

(6) Granted pursuent to the SunTrust Banks, Inc. 2009 Stock Plan.

(7) 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.

(8) 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 satisfly 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-3. Units will be settled in shares. The award agreement contains tax withholding features which allow us to withhold units to satisfy withholding obligations.

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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