



number.

**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 Number Shares
Phantom Stock <sup>(5)</sup>	<sup>(5)</sup>					<sup>(5)</sup> <sup>(5)</sup>	Common Stock 1,017.3
Phantom Stock <sup>(3)</sup>	<sup>(3)</sup>	02/19/2016		M	979.731	02/21/2016 <sup>(3)</sup>	Common Stock 979.7
Phantom Stock <sup>(3)</sup>	<sup>(3)</sup>					02/21/2017 <sup>(3)</sup>	Common Stock 942
Phantom Stock <sup>(6)</sup>	<sup>(6)</sup>					02/10/2017 <sup>(6)</sup>	Common Stock 793
Phantom Stock <sup>(6)</sup>	<sup>(6)</sup>					02/10/2018 <sup>(6)</sup>	Common Stock 794
Phantom Stock <sup>(1)</sup>	<sup>(1)</sup>					02/09/2017 02/09/2017	Common Stock 904
Phantom Stock <sup>(1)</sup>	<sup>(1)</sup>					02/09/2018 02/09/2018	Common Stock 905
Phantom Stock <sup>(1)</sup>	<sup>(1)</sup>					02/09/2019 02/09/2019	Common Stock 905
Option <sup>(2)</sup>	\$ 21.67					<sup>(2)</sup> 02/13/2022	Common Stock 9,93

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Panther Thomas E 303 PEACHTREE STREET ATLANTA, GA 30303			SVP, Controller, CAO	

## Signatures

David Wisniewski, Attorney-in-Fact for Thomas E. Panther 02/23/2016

\_\_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).

Represents time-vested restricted stock units granted on February 9, 2016 under the sunTrust Banks, Inc. 2009 Stock Plan. The plan is  
(1) 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.

(2) 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  
(3) 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.

(4) 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.

(5) Phantom stock units acquired under the SunTrust Bank, Inc. Deferred Compensation Plan. These phantom stock units convert to common stock on a one-for-one basis.

Represents time-vested restricted stock units granted on February 10, 2015 under the 2009 Stock Plan. the Plan is exempt under Rule  
(6) 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.

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.