

SUNTRUST BANKS INC
Form 4
January 25, 2017

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 *
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)
01/23/2017

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)
				(A) or (D) Code V Amount Price			
Common Stock	01/23/2017		M	40,000 A \$ 9.06	186,515.299	D	
Common Stock	01/23/2017		S	30,019 D 11	156,496.299	D	
Common Stock					1,317.2232	I (2)	401(k)

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

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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 or Number of Shares
Phantom Stock <u>(8)</u>	<u>(8)</u>							<u>(8)</u>	<u>(8)</u>	Common Stock	2,413.65
Phantom Stock <u>(3)</u>	<u>(3)</u>							02/21/2017	<u>(3)</u>	Common Stock	5,374
Phantom Stock	<u>(6)</u>							02/10/2017	<u>(6)</u>	Common Stock	4,395
Phantom Stock	<u>(6)</u>							02/10/2018	<u>(6)</u>	Common Stock	4,394
Phantom Stock <u>(7)</u>	<u>(7)</u>							02/09/2017	02/09/2017	Common Stock	4,885
Phantom Stock <u>(7)</u>	<u>(7)</u>							02/09/2018	02/09/2018	Common Stock	4,885
Phantom Stock <u>(7)</u>	<u>(7)</u>							02/09/2019	02/09/2019	Common Stock	4,886
Phantom Stock <u>(7)</u>	<u>(7)</u>							02/09/2019	02/09/2019	Common Stock	45,230
Phantom Stock <u>(7)</u>	<u>(7)</u>							02/09/2020	02/09/2020	Common Stock	45,230
Option <u>(4)</u>	\$ 85.06							02/13/2010	02/13/2017	Common Stock	42,000
Option <u>(4)</u>	\$ 64.58							02/12/2011	02/12/2018	Common Stock	115,000
Option <u>(4)</u>	\$ 9.06	01/23/2017		M		40,000		02/10/2012	02/10/2019	Common Stock	40,000
Option <u>(5)</u>	\$ 29.2							04/01/2012	04/01/2021	Common Stock	27,710
Option <u>(5)</u>	\$ 21.67							<u>(5)</u>	02/14/2022	Common Stock	55,400
Option <u>(5)</u>	\$ 27.41							02/26/2014	02/26/2023		14,940

