

SUNTRUST BANKS INC

Form 3/A

January 26, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol   |  |
| Â Gillani Aleem                           |         | (Month/Day/Year)                     | SUNTRUST BANKS INC [STI]   |  |
| (Last)                                    | (First) | (Middle)                             | 04/26/2011   |  |
| 303 PEACHTREE STREET, NE                  |         |                                      | 4. Relationship of Reporting Person(s) to Issuer   |  |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| ATLANTA, Â GA Â 30308                     |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)<br>Corp Executive Vice President |  |
| (City)                                    | (State) | (Zip)                                | 5. If Amendment, Date Original Filed(Month/Day/Year)   |  |
|   |         |                                      | 04/26/2011   |  |
|   |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)   |  |
|   |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person   |  |
|   |         |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities<br>Beneficially Owned<br>(Instr. 4) | 3. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial<br>Ownership<br>(Instr. 5) |
|------------------------------------|---|---|---|
| Common Stock                       | 49,975  | D <sup>(1)</sup>  | Â   |
| Common Stock                       | 200   | I   | Custodial Account <sup>(2)</sup>                            |
| Common Stock                       | 2,000   | I   | Custodial Account <sup>(3)</sup>                            |
| Common Stock                       | 3,500   | I   | Trust <sup>(4)</sup>  |
| Common Stock                       | 5,030.065   | I   | 401 (k) <sup>(5)</sup>                                      |
| Common Stock                       | 950   | I   | IRA <sup>(8)</sup>  |
| Common Stock                       | 400   | I   | Roth IRA <sup>(8)</sup>                                     |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial<br>Ownership<br>(Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|--|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |  |  |  |
| Phantom Stock                                 | Â (6)  | Â (6)              | Common<br>Stock  | 971.7448                         | \$ (6)   | D  | Â  |
| Option (7)                                    | 01/14/2013   | 01/14/2020         | Common<br>stock  | 5,000                            | \$ 23.7  | D  | Â  |
| Option (7)                                    | 02/08/2014   | 02/08/2021         | Common<br>stock  | 19,300                           | \$ 32.27   | D  | Â  |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                                 |       |
|--|---------------|-----------|---------------------------------|-------|
|  | Director      | 10% Owner | Officer                         | Other |
| Gillani Aleem<br>303 PEACHTREE STREET, NE<br>ATLANTA, GA 30308 | Â             | Â         | Â Corp Executive Vice President | Â     |

## Signatures

David Wisniewski, Attorney-in-Fact for Aleem Gillani  
Date: 01/26/2016

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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 2,500 shares of restricted stock which vest on October 31, 2011, 6,810 shares of restricted stock which vest on February 10, 2012, 9,225 shares of restricted stock which vest of August 11, 2012, 3,800 shares of restricted stock which vest of February 9, 2013 and 7,290 shares of restricted stock which vest on February 8, 2014.
  - (2) Shares are held in a custodial account for the benefit of an adult family member of the reporting person and over which shares the reporting person has investment and voting control.
  - (3) Shares are held in a custodial account for the benefit of a minor child of the reporting person and over which shares the reporting person has investment and voting control.
  - (4) Reporting person has voting and investment control of the shares owned by a family trust.
  - (5) 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 the SunTrust stock on the applicable measurement date.
  - (6) The reported phantom stock units were acquired under the SunTrust Banks, Inc. 401(k) Deferred Compensation Plan. These phantom stock units convert to common stock on a one-for-one basis.
  - (7) Granted under the SunTrust Banks, Inc. 2009 Stock Plan.

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(8) This amendment is filed to report holdings that were inadvertently omitted from the initial report.

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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