

SUNTRUST BANKS INC

Form 4

February 17, 2015

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Gillani Aleem

(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)

02/13/2015

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 \_\_\_\_ Other (specify  
below) below)

Corp. Exex. Vice Pres and CFO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/13/2015                              |                                                             | M                                    | 8,864.96                                                                | A<br>\$<br>41.57                                                                                                   | 118,078.177                                                             | D <sup>(1)</sup>                                                  |
| Common<br>Stock                       | 02/13/2015                              |                                                             | M                                    | 26,646.725                                                              | A<br>\$<br>41.57                                                                                                   | 144,724.902                                                             | D                                                                 |
| Common<br>Stock                       | 02/13/2015                              |                                                             | F                                    | 10,560                                                                  | D<br>\$<br>41.57                                                                                                   | 134,164.902                                                             | D                                                                 |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 7,001.7803                                                              | I 401(k) <sup>(3)</sup>                                           |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 1,500                                                                   | I Custodial<br>Account<br><sup>(2)</sup>                          |

# Edgar Filing: SUNTRUST BANKS INC - Form 4

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                 | Date<br>Exercisable Expiration<br>Date                         | Title Amount<br>Number<br>Shares                                    |
| Phantom<br>Stock                                    | (4)                                                                |                                         |                                                             |                                      |                                                                                                           | (4) (4)                                                        | Common<br>Stock 1,013.                                              |
| Phantom<br>Stock (7)                                | (7)                                                                |                                         |                                                             |                                      |                                                                                                           | 02/21/2015 (7)                                                 | Common<br>Stock 3,4                                                 |
| Phantom<br>Stock (7)                                | (7)                                                                |                                         |                                                             |                                      |                                                                                                           | 02/21/2016 (7)                                                 | Common<br>Stock 3,4                                                 |
| Phantom<br>Stock (7)                                | (7)                                                                |                                         |                                                             |                                      |                                                                                                           | 02/21/2017 (7)                                                 | Common<br>Stock 3,4                                                 |
| Phantom<br>Stock (5)                                | (5)                                                                | 02/13/2015                              |                                                             | M                                    | 8,864.96                                                                                                  | 02/14/2014 02/14/2022                                          | Common<br>Stock 8,864                                               |
| Phantom<br>Stock                                    | (8)                                                                |                                         |                                                             |                                      |                                                                                                           | 02/10/2016 (8)                                                 | Common<br>Stock 3,1                                                 |
| Phantom<br>Stock                                    | (8)                                                                |                                         |                                                             |                                      |                                                                                                           | 02/10/2017 (8)                                                 | Common<br>Stock 3,1                                                 |
| Phantom<br>Stock                                    | (8)                                                                |                                         |                                                             |                                      |                                                                                                           | 02/10/2018 (8)                                                 | Common<br>Stock 3,1                                                 |
| Option (6)                                          | \$ 21.67                                                           |                                         |                                                             |                                      |                                                                                                           | (6) 02/14/2022                                                 | Common<br>Stock 14,8                                                |
| Option (6)                                          | \$ 27.41                                                           |                                         |                                                             |                                      |                                                                                                           | 02/26/2015 02/26/2023                                          | Common<br>Stock 11,4                                                |
| Option (6)                                          | \$ 27.41                                                           |                                         |                                                             |                                      |                                                                                                           | 02/26/2016 02/26/2023                                          | Common<br>Stock 11,4                                                |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

# Edgar Filing: SUNTRUST BANKS INC - Form 4

Director 10% Owner Officer

Other

Gillani Aleem  
303 PEACHTREE STREET, N.E.  
ATLANTA, GA 30303

Corp. Exex. Vice Pres and CFO

## Signatures

David A. Wisniewski, Attorney-in-Fact for Aleem  
Gillani

02/17/2015

\_\_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) Granted under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt under SEC Rule 16b-3.
- (2) Shares are held in a custodial account for the benefit of an adult family member over which account the reporting person has investment and voting control.
- (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) Acquired under the SunTrust Banks, Inc. Deferred Compensation Plan. These convert to common stock on a one-for-one basis.
- (5) 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.
- (6) Granted pursuant to 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
- (7) 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.  
Represents time-vested restricted stock units granted on February 10, 2015 under the 2009 Stock Plan. the Plan is exempt under Rule
- (8) 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.