

SUNTRUST BANKS INC
 Form 4
 April 27, 2016

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 *
 Lienhard Jerome T

(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)
 04/26/2016

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)
 CEVP and Chief Risk Officer

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/26/2016		M		26,400	A	\$ 9.06
Common Stock	04/26/2016		M		13,495	A	\$ 27.41
Common Stock	04/26/2016		S		39,895	D	77,148.943

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 of Number of Shares
Phantom Stock ⁽²⁾	⁽²⁾					⁽²⁾	⁽²⁾	Common Stock	1,234.2
Phantom Stock ⁽⁵⁾	⁽⁵⁾					02/21/2017	⁽⁵⁾	Common Stock	2,310
Phantom Stock	⁽⁶⁾					02/10/2017	⁽⁶⁾	Common Stock	2,100
Phantom Stock	⁽⁶⁾					02/10/2018	⁽⁶⁾	Common Stock	2,100
Phantom Stock ⁽¹⁾	⁽¹⁾					02/09/2017	02/09/2017	Common Stock	3,450
Phantom Stock ⁽¹⁾	⁽¹⁾					02/09/2018	02/09/2018	Common Stock	3,450
Phantom Stock ⁽¹⁾	⁽¹⁾					02/09/2019	02/09/2019	Common Stock	3,450
Option ⁽³⁾	\$ 64.58					02/12/2011	02/12/2018	Common Stock	22,000
Option ⁽⁴⁾	\$ 27.41	04/26/2016		M	6,748	02/26/2015	02/26/2023	Common Stock	6,748
Option ⁽⁴⁾	\$ 27.41	04/26/2016		M	6,747	02/26/2016	02/26/2023	Common Stock	6,747
Option ⁽³⁾	\$ 9.06	04/26/2016		M	26,400	⁽³⁾	⁽³⁾	Common Stock	26,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lienhard Jerome T 303 PEACHTREE STREET, N.E.			CEVP and Chief Risk	

