SUNTRUST BANKS INC
Form 4
January 22, 2014

FORM 4

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

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

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

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(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)
01/21/2014

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 below) _____ Other (specify below)
Pres & CEO, SunTrust Mortgage

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 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/21/2014		M		12,500	A	$ 22.69	68,603	D (2)	
Common Stock	01/21/2014		M		5,834	A	$ 23.68	74,437	D (2)	
Common Stock	01/21/2014		M		3,087	A	$ 21.67	77,524	D (2)	
Common Stock	01/21/2014		S		31,457	D	(1)	46,067	D (2)	

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

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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 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 (3)	(3)							(3)	(3)	Common Stock	1,179.0
Phantom Stock (4)	(4)							(6)	(6)	Common Stock	6,752.
Option (5)	$ 64.58							02/12/2011	02/12/2018	Common Stock	22,00
Option (5)	$ 9.06							02/10/2012	02/10/2019	Common Stock	32,00
Option (6)	$ 22.69	01/21/2014		M			12,500	02/09/2013	02/09/2020	Common Stock	12,50
Option (6)	$ 27.5							04/26/2014	04/26/2021	Common Stock	7,22
Option (6)	$ 32.27							02/08/2014	02/08/2021	Common Stock	19,05
Option (6)	$ 23.68	01/21/2014		M			3,087	04/24/2015	04/24/2022	Common Stock	3,08
Option (7)	$ 27.41							02/26/2014	02/26/2023	Common Stock	6,74
Option (7)	$ 27.41							02/26/2015	02/26/2023	Common Stock	6,74
Option (7)	$ 27.41							02/26/2016	02/26/2023	Commons Stock	6,74
Option (7)	$ 21.67	01/21/2014		M			5,834	(7)	02/14/2022	Common Stock	5,83

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lienhard Jerome T 303 PEACHTREE STREET, N.E. ATLANTA, GA 30303			Pres & CEO, SunTrust Mortgage	

Signatures

David A. Wisniewski, Attorney-in-Fact for Jerome T. Lienhard	01/22/2014
**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) - Sold at varies prices ranging from $39.65 to $39.86.

(2) - Includes the following shares which are subject to forteiture: 8,000 which vest on 2/8/2014; 2,728 which vest on 4/26/2014; and 3,186 which vest on 4/24/2015.

(3) - The phantom stock units were acquired under the sunTrust Banks, Inc. Deferred Compensation Plan and convert to common stock on a one-to-one basis.

(4) - Represents restricted stock units, half of which vest on 2/14/2014 and half on 2/15/2015.

(5) - Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan

(6) - Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan

(7) - Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. One third of the award vest each year for three years.

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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