

SUNTRUST BANKS INC

Form 4

February 13, 2017

**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 \*  
Cheriyen Anil T

(Last) (First) (Middle)

303 PEACHTREE STREET, NE

(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)

02/09/2017

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 Ex Vice Pres &amp; CIO

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)
Common Stock	02/09/2017		M	3,583.963	A \$ 57.73	84,787.14	D
Common Stock	02/09/2017		F	1,245	D \$ 57.73	83,542.14	D
Common Stock	02/10/2017		M	3,252.434	A \$ 57.76	86,794.58	D
Common Stock	02/10/2017		F	1,085	D \$ 57.76	85,709.58	D
Common Stock						123.6233	I <sup>(2)</sup> 401(k)

# 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 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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock <u>(4)</u>	<u>(4)</u>							02/21/2016	<u>(4)</u>	Common Stock	3,4
Phantom Stock	<u>(6)</u>	02/10/2017		M		3,252.434		02/10/2017	<u>(6)</u>	Common Stock	3,252
Phantom Stock	<u>(6)</u>							02/10/2018	<u>(6)</u>	Common Stock	3,1
Phantom Stock <u>(1)</u>	<u>(1)</u>	02/09/2017		M		3,538.963		02/09/2017	02/09/2017	Common Stock	3,538
Phantom Stock <u>(1)</u>	<u>(1)</u>							02/09/2018	02/09/2018	Common Stock	3,4
Phantom Stock <u>(1)</u>	<u>(1)</u>							02/09/2019	02/09/2019	Common Stock	3,4
Option <u>(5)</u>	\$ 23.68							04/24/2014	04/24/2022	Common Stock	24,
Option <u>(5)</u>	\$ 23.68							<u>(3)</u>	04/24/2022	Common Stock	49,
Option <u>(5)</u>	\$ 27.41							02/26/2014	02/26/2023	Common Stock	11,
Option <u>(5)</u>	\$ 27.41							02/26/2015	02/26/2023	Common Stock	11,
Option <u>(5)</u>	\$ 27.41							02/26/2016	02/26/2023	Common Stock	11,

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

Cheriyen Anil T  
303 PEACHTREE STREET, NE  
ATLANTA, GA 30308

Corp Ex Vice Pres & CIO

## Signatures

David Wisniewski, Attorney-in-Fact for Anil T.  
Cheriyen

02/13/2017

\_\_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).

- Represents time-vested restricted stock units granted on February 9, 2016 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is
- (1) exempt under Rule 16b-03. Units will be settled in shares. The award agreement contains tax withholding features which allow us to withhold units to satisfy withholding obligations.
  - (2) Because the stock fund component of the 401(k) Plan is accounted for in unit accounting, the number os share equivalents varies based on the closing price of SunTrust stock on the applicable measurement date.
  - (3) Award vests pro rata annually over three years.
- Represents time-vested phantom stock granted on February 21, 2014 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt
- (4) 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.
  - (5) Granted under the SunTrust Banks, inc. 2009 Stock Plan. One third of the award vests each year for three years.
- Represents time-vested restricted stock units granted on February 10, 2015 under the 2009 Stock Plan. the Plan is exempt under Rule
- (6) 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.