

SUNTRUST BANKS INC
 Form 4
 April 28, 2014

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)
 04/25/2014

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)
 Pres & CEO, SunTrust Mortgage

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 (Instr. 4)
				(A) or (D)	Price		
Common Stock	04/25/2014		F	1,302 D	\$ 38.44	42,286	D ⁽¹⁾

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.

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

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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 <u>(2)</u>	<u>(2)</u>					<u>(2)</u>	<u>(2)</u>	Common Stock	1,182.1005
Phantom Stock <u>(3)</u>	<u>(3)</u>					02/14/2014	02/14/2022	Common Stock	2,282.854
Phantom Stock <u>(7)</u>	<u>(7)</u>					02/21/2015	<u>(7)</u>	Common Stock	2,315
Phantom Stock <u>(7)</u>	<u>(7)</u>					02/21/2016	<u>(7)</u>	Common Stock	2,315
Phantom Stock <u>(7)</u>	<u>(7)</u>					02/21/2017	<u>(7)</u>	Common Stock	2,316
Option <u>(4)</u>	\$ 64.58					02/12/2011	02/12/2018	Common Stock	22,000
Option <u>(4)</u>	\$ 9.06					02/10/2012	02/10/2019	Common Stock	40,400
Option <u>(5)</u>	\$ 27.5					04/26/2014	04/26/2021	Common Stock	7,226
Option <u>(5)</u>	\$ 32.27					02/08/2014	02/08/2021	Common Stock	19,050
Option <u>(5)</u>	\$ 23.68					04/24/2015	04/24/2022	Common Stock	6,173
Option <u>(6)</u>	\$ 27.41					02/26/2014	02/26/2023	Common Stock	6,748
Option <u>(6)</u>	\$ 27.41					02/26/2015	02/26/2023	Common Stock	6,748
Option <u>(6)</u>	\$ 27.41					02/26/2016	02/26/2023	Commons Stock	6,747
Option <u>(6)</u>	\$ 21.67					<u>(6)</u>	02/14/2022	Common Stock	11,666

