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 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden hours per response... 0.5

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Chancy Mark A	**SUNTRUST BANKS INC [STI]**	____ Director ____ 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	__ X __ Officer (give title below) ____ Other (specify below)
303 PEACHTREE STREET, N.E.	**1/23/2017**	**Corp. EVP-Wholesale Bank Exec**
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
ATLANTA, GA 30308		_ X _ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
(City) (State) (Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	**1/23/2017**		**M**		**40000**	**A**	**$9.06**	**186515.299**	**D**	
Common Stock	**1/23/2017**		**S**		**30019**	**D**	(1)	**156496.299**	**D**	
Common Stock								**1317.2232**	**I** (2)	**401(k)**

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock (8)	(8)							(8)	(8)	**Common Stock**	**2413.6547**		**2413.6547**	**D**	
Phantom Stock (3)	(3)							**2/21/2017**	(3)	**Common Stock**	**5374**		**5374**	**D**	
Phantom Stock	(6)							**2/10/2017**	(6)	**Common Stock**	**4395**		**4395**	**D**	
Phantom Stock	(6)							**2/10/2018**	(6)	**Common Stock**	**4394**		**4394**	**D**	
Phantom Stock (7)	(7)							**2/9/2017**	**2/9/2017**	**Common Stock**	**4885**		**4885**	**D**	
Phantom Stock (7)	(7)							**2/9/2018**	**2/9/2018**	**Common Stock**	**4885**		**4885**	**D**	
Phantom Stock (7)	(7)							**2/9/2019**	**2/9/2019**	**Common Stock**	**4886**		**4886**	**D**	
Phantom Stock (7)	(7)							**2/9/2019**	**2/9/2019**	**Common Stock**	**45235**		**45235**	**D**	
Phantom Stock (7)	(7)							**2/9/2020**	**2/9/2020**	**Common Stock**	**45235**		**45235**	**D**	
Option (4)	**$85.06**							**2/13/2010**	**2/13/2017**	**Common Stock**	**42000**		**42000**	**D**	
Option (4)	**$64.58**							**2/12/2011**	**2/12/2018**	**Common Stock**	**115000**		**115000**	**D**	
Option (4)	**$9.06**	**1/23/2017**		**M**		**40000**		**2/10/2012**	**2/10/2019**	**Common Stock**	**40000**	**$9.06**	**35000**	**D**	
Option (5)	**$29.20**							**4/1/2012**	**4/1/2021**	**Common Stock**	**27716**		**27716**	**D**	
Option (5)	**$21.67**							(5)	**2/14/2022**	**Common Stock**	**55400**		**55400**	**D**	
Option (5)	**$27.41**							**2/26/2014**	**2/26/2023**	**Common Stock**	**14949**		**14949**	**D**	
Option (5)	**$27.41**							**2/26/2015**	**2/26/2023**	**Common Stock**	**14949**		**14949**	**D**	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (5)	**$27.41**							**2/26/2016**	**2/26/2023**	**Common Stock**	**14948**		**14948**	**D**	

Explanation of Responses:

(1) Sold at prices ranging from $51.08 to $51.225.

(2) 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.

(3) Represents time-vested phantom stock granted on February 21, 2014 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt 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.

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

(5) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. Award vests annually over the next three years.

(6) Represents time-vested restricted stock units granted on February 10, 2015 under the 2009 Stock Plan. The Plan is exempt under Rule 16b-3. The restricted stock unit award agreements contain tax withholding features which allow us to withhold units to satisfly withholding obligations. Units will be settled in shares.

(7) Represents time-vested restricted stock units granted on February 9, 2016 under the SunTrust Banks, Inc. 2009 Stock Plan. the plan is 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.

(8) The phantom stock units were acquired under SunTrust Banks, Inc.'s Deferred Compensation Plan. These securities convert to common stock on a one-for-one basis.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chancy Mark A 303 PEACHTREE STREET, N.E. ATLANTA, GA 30308			**Corp. EVP-Wholesale Bank Exec**	

Signatures

David A. Wisniewski, Attorney-in-Fact for Mark A. Chancy	**1/25/2017**
** Signature of Reporting Person	Date

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

* 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).

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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