Chancy Mark A Form 4 February 11, 2019

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

**OMB APPROVAL** OMB

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person	
Chancy Mark A	

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Middle)

SUNTRUST BANKS INC [STI] 3. Date of Earliest Transaction

303 PEACHTREE STREET, N.E.

(First)

(Month/Day/Year)

02/08/2019

Director 10% Owner \_X\_\_ Officer (give title \_ Other (specify

below) Vice Chairman, Consumer Exec.

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

ATLANTA, GA 30308

(City)	(State)	(Zip) Tak	ole I - Non-	-Derivative S	ecurit	ies Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities or Disposed (Instr. 3, 4 a	l of (D		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	02/08/2019		Code V M	Amount 5,258.48	(D)	Price \$ 64.37	158,818.637	D	
Common Stock	02/08/2019		F	1,636	D	\$ 64.37	157,182.637	D	
Common Stock	02/08/2019		M	48,693.4	A	\$ 64.37	205,876.037	D	
Common Stock	02/08/2019		F	20,420	D	\$ 64.37	185,456.037	D	
Common Stock							1,313.4589	I (1)	401(k)

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

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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. 5. Number of Derivative TransactionSecurities Acquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and		
				Codo V		(A)	(D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units (2)	(2)	02/08/2019		Code V M		(A)	(D) 5,258.48	02/09/2019	(2)	Commor Stock
Phantom Stock Units (2)	<u>(2)</u>	02/08/2019		M			48,693.4	02/09/2019	(2)	Commor Stock
Phantom Stock Units (3)	<u>(3)</u>							(3)	(3)	Commor Stock
Phantom Stock Units (2)	<u>(2)</u>							02/09/2020	02/09/2020	Commor Stock
Option (4)	\$ 29.2							04/01/2012	04/01/2021	Commor Stock
Option (4)	\$ 21.67							<u>(4)</u>	02/14/2022	Commor Stock
Option (4)	\$ 27.41							02/26/2014	02/26/2023	Commor Stock
Option (4)	\$ 27.41							02/26/2015	02/26/2023	Commor Stock
Option (4)	\$ 27.41							02/26/2016	02/26/2023	Commor Stock
Phantom Stock Units (2)	<u>(2)</u>							02/14/2018	(2)	Commor Stock
Phantom Stock Units (2)	<u>(2)</u>							02/13/2019	(2)	Commor Stock

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Phantom Stock Units (2)	(2)				02/13/2020	(2)	Commor Stock
Phantom Stock Units (2)	(2)				02/13/2021	(2)	Commor Stock
Phantom Stock Units (5)	<u>(5)</u>	02/08/2019	A	5,497.5261	02/08/2020	(5)	Commor Stock
Phantom Stock Units (5)	<u>(5)</u>	02/08/2019	A	5,497.5261	02/08/2021	<u>(5)</u>	Commor Stock
Phantom Stock Units (5)	<u>(5)</u>	02/08/2019	A	5,497.5261	02/08/2022	(5)	Commor Stock

# **Reporting Owners**

Reporting Owner Name / Address	Keiauonsnips					
	Director	10% Owner	Officer	Other		

Chancy Mark A

303 PEACHTREE STREET, N.E. Vice Chairman, Consumer Exec.

ATLANTA, GA 30308

# **Signatures**

Curt Phillips, Attorney-in-Fact for Mark A.
Chancy
02/11/2019

\*\*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) 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.
- Represents time-vested restricted stock units granted under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt under Rule (2) 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.
- (3) The phantom stock units were acquired under SunTrust Banks, Inc.'s Deferred Compensation Plan. These units convert to common stock on a one-for-one basis.
- (4) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. Award vests annually over the next three years.
- Represents time-vested restricted stock units granted under the SunTrust Banks, Inc. 2018 Omnibus Incentive Compensation 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.

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.

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