

Chancy Mark A  
Form 4  
February 11, 2019

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Chancy Mark A

(Last) (First) (Middle)  
303 PEACHTREE STREET, N.E.  
  
(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)  
02/08/2019

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)  
Vice Chairman, Consumer Exec.

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 02/08/2019                           |  | M                              |   | 5,258.48  | A  | \$ 64.37  |
| Common Stock                    | 02/08/2019                           |  | F                              |   | 1,636   | D  | \$ 64.37  |
| Common Stock                    | 02/08/2019                           |  | M                              |   | 48,693.4  | A  | \$ 64.37  |
| Common Stock                    | 02/08/2019                           |  | F                              |   | 20,420  | D  | \$ 64.37  |
| Common Stock                    |                                      |  |                                |   |   |  | 1,313.4589  |
|                                 |                                      |  |                                |   |   |  | I <sup>(1)</sup>                                      |
|                                 |                                      |  |                                |   |   |  | 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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(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 Underlying (Instr. 3 and 4) |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                          | Title        |
| Phantom Stock Units <sup>(2)</sup>         | <u>(2)</u>   | 02/08/2019                           |  | M                              | 5,258.48  | 02/09/2019   | <u>(2)</u>                               | Common Stock |
| Phantom Stock Units <sup>(2)</sup>         | <u>(2)</u>   | 02/08/2019                           |  | M                              | 48,693.4  | 02/09/2019   | <u>(2)</u>                               | Common Stock |
| Phantom Stock Units <sup>(3)</sup>         | <u>(3)</u>   |                                      |  |                                |   | <u>(3)</u>   | <u>(3)</u>                               | Common Stock |
| Phantom Stock Units <sup>(2)</sup>         | <u>(2)</u>   |                                      |  |                                |   | 02/09/2020   | 02/09/2020                               | Common Stock |
| Option <sup>(4)</sup>                      | \$ 29.2  |                                      |  |                                |   | 04/01/2012   | 04/01/2021                               | Common Stock |
| Option <sup>(4)</sup>                      | \$ 21.67   |                                      |  |                                |   | <u>(4)</u>   | 02/14/2022                               | Common Stock |
| Option <sup>(4)</sup>                      | \$ 27.41   |                                      |  |                                |   | 02/26/2014   | 02/26/2023                               | Common Stock |
| Option <sup>(4)</sup>                      | \$ 27.41   |                                      |  |                                |   | 02/26/2015   | 02/26/2023                               | Common Stock |
| Option <sup>(4)</sup>                      | \$ 27.41   |                                      |  |                                |   | 02/26/2016   | 02/26/2023                               | Common Stock |
| Phantom Stock Units <sup>(2)</sup>         | <u>(2)</u>   |                                      |  |                                |   | 02/14/2018   | <u>(2)</u>                               | Common Stock |
| Phantom Stock Units <sup>(2)</sup>         | <u>(2)</u>   |                                      |  |                                |   | 02/13/2019   | <u>(2)</u>                               | Common Stock |

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

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| Chancy Mark A<br>303 PEACHTREE STREET, N.E.<br>ATLANTA, GA 30308 |               |           | Vice Chairman, Consumer Exec. |       |

## 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 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) 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.
  - (3) 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.
  - (5)

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