

Richards Robert Ryan
 Form 4
 February 19, 2019

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 *
 Richards Robert Ryan

(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)
 02/14/2019

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 below) ___ Other (specify below)
 Chief Acct Officer & Corp Cont

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 02/14/2019 | | M | | 397.705 | A | \$ 64.03 |
| Common Stock | 02/14/2019 | | F | | 141 | D | \$ 64.03 |

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

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SEC 1474
 (9-02)

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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 of Underlying Securities (Instr. 3 and 4) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------|---------------------------------------------------------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Phantom Stock Units <u>(2)</u> | <u>(2)</u> | 02/14/2019 | | M | 397.705 | 02/14/2019 | <u>(2)</u> | Common Stock | 397.7 |
| Phantom Stock Units <u>(1)</u> | <u>(1)</u> | | | | | 02/14/2017 | 02/10/2019 | Common Stock | 379.6 |
| Phantom Stock Units <u>(1)</u> | <u>(1)</u> | | | | | 02/14/2017 | 02/10/2020 | Common Stock | 379.6 |
| Phantom Stock Units <u>(2)</u> | <u>(2)</u> | | | | | 02/13/2020 | <u>(2)</u> | Common Stock | 448.5 |
| Phantom Stock Units <u>(2)</u> | <u>(2)</u> | | | | | 02/13/2021 | <u>(2)</u> | Common Stock | 448.5 |
| Phantom Stock Units <u>(3)</u> | <u>(3)</u> | | | | | 06/19/2019 | <u>(3)</u> | Common Stock | 1,450.6 |
| Phantom Stock Units <u>(3)</u> | <u>(3)</u> | | | | | 06/19/2020 | <u>(3)</u> | Common Stock | 1,450.6 |
| Phantom Stock Units <u>(3)</u> | <u>(3)</u> | | | | | 06/19/2021 | <u>(3)</u> | Common Stock | 1,450.6 |
| Phantom Stock Units <u>(3)</u> | <u>(3)</u> | | | | | 02/08/2020 | <u>(3)</u> | Common Stock | 989.5 |
| Phantom Stock Units <u>(3)</u> | <u>(3)</u> | | | | | 02/08/2021 | <u>(3)</u> | Common Stock | 989.5 |
| Phantom Stock Units <u>(3)</u> | <u>(3)</u> | | | | | 02/08/2022 | <u>(3)</u> | Common Stock | 989.5 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Richards Robert Ryan 303 PEACHTREE STREET, NE ATLANTA, GA 30308 | | | Chief Acct Officer & Corp Cont | |

Signatures

| | |
|-------------------------------------------------------------|------------|
| Curt Phillips, Attorney-in-Fact for Robert Ryan Richards | 02/19/2019 |
| <i>**Signature of Reporting Person</i> | 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) Represents time-vested restricted stock units granted under the 2009 Stock Plan. The Plan is exempt under Rule 16b-3. The restricted stock unit award agreements contain tax withholdings features which allow us to withhold units to satisfy withholding obligations. Units will be settled in shares.
 - (2) Represents time-vested restricted stock units granted on February 13, 2018 under the SunTrust Banks, Inc. 2009 Stock Plan. The Plan is exempt under Rule 16b-3. Units will be settled in shares. The award agreement contains tax withholding features which allow us to withhold units to satisfy tax withholding obligations.
 - (3) Represents time-vested restricted stock units granted under the SunTrust Banks, Inc. 2018 Omnibus Incentive Compensation Plan. The Plan is exempt under Rule 16b-3. Units will be settled in shares. The award agreement contains tax withholding features which allow us to withhold units to satisfy tax 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.