

Richards Robert Ryan
 Form 4
 February 11, 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)
 02/08/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___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 Ownership: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 02/08/2019 | | M | | 648.027 | A | \$ 64.37 |
| Common Stock | 02/08/2019 | | F | | 230 | D | \$ 64.37 |

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.

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 Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Phantom Stock Units <u>(1)</u> | <u>(1)</u> | 02/09/2019 | | M | | 648.027 | | 02/09/2019 | 02/09/2019 | Common Stock |
| Phantom Stock Units <u>(1)</u> | <u>(1)</u> | | | | | | | 02/14/2017 | 02/10/2019 | Common Stock |
| Phantom Stock Units <u>(1)</u> | <u>(1)</u> | | | | | | | 02/14/2017 | 02/10/2020 | Common Stock |
| Phantom Stock Units <u>(2)</u> | <u>(2)</u> | | | | | | | 02/13/2019 | <u>(2)</u> | Common Stock |
| Phantom Stock Units <u>(2)</u> | <u>(2)</u> | | | | | | | 02/13/2020 | <u>(2)</u> | Common Stock |
| Phantom Stock Units <u>(2)</u> | <u>(2)</u> | | | | | | | 02/13/2021 | <u>(2)</u> | Common Stock |
| Phantom Stock Units <u>(3)</u> | <u>(3)</u> | | | | | | | 06/19/2019 | <u>(3)</u> | Common Stock |
| Phantom Stock Units <u>(3)</u> | <u>(3)</u> | | | | | | | 06/19/2020 | <u>(3)</u> | Common Stock |
| Phantom Stock Units <u>(3)</u> | <u>(3)</u> | | | | | | | 06/19/2021 | <u>(3)</u> | Common Stock |
| Phantom Stock Units <u>(3)</u> | <u>(3)</u> | 02/08/2019 | | A | | 296.8664 | | 02/08/2020 | <u>(3)</u> | Common Stock |
| Phantom Stock Units <u>(3)</u> | <u>(3)</u> | 02/08/2019 | | A | | 296.8664 | | 02/08/2021 | <u>(3)</u> | Common Stock |
| Phantom Stock | <u>(3)</u> | 02/08/2019 | | A | | 296.8664 | | 02/08/2022 | <u>(3)</u> | Common Stock |

