

Chancy Mark A
Form 4
February 11, 2019

FORM 4

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

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

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(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
____X____ Officer (give title below) ____ Other (specify below)

Vice Chairman, Consumer Exec.

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)
Common Stock	02/08/2019		M	V Amount (A) or (D) Price 5,258.48 A \$ 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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(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 <u>(2)</u>	<u>(2)</u>	02/08/2019		M			5,258.48	02/09/2019	<u>(2)</u>	Common Stock
Phantom Stock Units <u>(2)</u>	<u>(2)</u>	02/08/2019		M			48,693.4	02/09/2019	<u>(2)</u>	Common Stock
Phantom Stock Units <u>(3)</u>	<u>(3)</u>							<u>(3)</u>	<u>(3)</u>	Common Stock
Phantom Stock Units <u>(2)</u>	<u>(2)</u>							02/09/2020	02/09/2020	Common Stock
Option <u>(4)</u>	\$ 29.2							04/01/2012	04/01/2021	Common Stock
Option <u>(4)</u>	\$ 21.67							<u>(4)</u>	02/14/2022	Common Stock
Option <u>(4)</u>	\$ 27.41							02/26/2014	02/26/2023	Common Stock
Option <u>(4)</u>	\$ 27.41							02/26/2015	02/26/2023	Common Stock
Option <u>(4)</u>	\$ 27.41							02/26/2016	02/26/2023	Common Stock
Phantom Stock Units <u>(2)</u>	<u>(2)</u>							02/14/2018	<u>(2)</u>	Common Stock
Phantom Stock Units <u>(2)</u>	<u>(2)</u>							02/13/2019	<u>(2)</u>	Common Stock

02/13/2020	<u>(2)</u>	Common Stock
02/13/2021	<u>(2)</u>	Common Stock
02/08/2020	<u>(5)</u>	Common Stock
02/08/2021	<u>(5)</u>	Common Stock
02/08/2022	<u>(5)</u>	Common Stock

Other

Consumer Exec.

- 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The number of share equivalents varies based on the Stock Plan. The plan is exempt under Rule 144, which allows us to withhold units to satisfy the requirements of the Stock Plan. These units convert to common stock over the next three years.
- The Omnibus Incentive Compensation Plan. The plan contains tax withholding features which allow us

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