

Koebler Ellen
Form 4
April 24, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Koebler Ellen

(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)
04/23/2019

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)
Chief Risk Officer

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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	4,000.641	D	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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	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 or Number of Shares
Phantom Stock Units <u>(1)</u>	<u>(1)</u>					11/14/2019	11/14/2019	Common Stock	4,265
Phantom Stock Units <u>(1)</u>	<u>(1)</u>					11/14/2019	11/14/2020	Common Stock	4,264
Phantom Stock Units <u>(1)</u>	<u>(1)</u>					11/14/2019	11/14/2021	Common Stock	4,263
Phantom Stock Units <u>(1)</u>	<u>(1)</u>					02/13/2020	<u>(1)</u>	Common Stock	1,363.0
Phantom Stock Units <u>(1)</u>	<u>(1)</u>					02/13/2021	<u>(1)</u>	Common Stock	1,362.0
Phantom Stock Units <u>(1)</u>	<u>(1)</u>					02/14/2020	<u>(1)</u>	Common Stock	1,588.7
Phantom Stock Units <u>(1)</u>	<u>(1)</u>					11/08/2019	<u>(1)</u>	Common Stock	7,340.0
Phantom Stock Units <u>(2)</u>	<u>(2)</u>					02/08/2020	<u>(2)</u>	Common Stock	7,330.03
Phantom Stock Units <u>(2)</u>	<u>(2)</u>					02/08/2021	<u>(2)</u>	Common Stock	7,330.03
Phantom Stock Units <u>(2)</u>	<u>(2)</u>					02/08/2022	<u>(2)</u>	Common Stock	7,330.03
Phantom Stock Units <u>(2)</u>	<u>(2)</u>					02/08/2020	<u>(2)</u>	Common Stock	14,66
Phantom Stock	<u>(2)</u>					02/08/2021	<u>(2)</u>	Common Stock	14,66

Units <u>(2)</u>								
Phantom Stock Units <u>(2)</u>					02/08/2022	<u>(2)</u>	Common Stock	14,66
Phantom Stock Units <u>(2)</u>	04/23/2019		A	36,356	10/01/2022	<u>(2)</u>	Common Stock	36,35

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Koebler Ellen 303 PEACHTREE STREET, NE ATLANTA, GA 30308			Chief Risk Officer	

Signatures

Curt Phillips, Attorney-in-Fact for Ellen C. Koebler	04/24/2019
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 pursuant to the SunTrust Banks, Inc. 2009 Stock Plan or 2018 Omnibus Incentive Compensation Plan. These Plans are exempt under Rule 16b-3. Units will be settled in shares of common stock. The award agreements contain tax withholding features that allow us to withhold units to satisfy tax withholding obligations.
- (2) Represents time-vested 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.