

# 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 or Section 30(h) of the Investment Company Act of 1940

|   |         |          |   |  |  |   |  |  |
|---|---------|----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person * |         |          | 2. Issuer Name and Ticker or Trading Symbol       |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)   |  |  |
| <b>Chancy Mark A</b>                      |         |          | <b>SUNTRUST BANKS INC [ STI ]</b>                 |  |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Vice Chairman, Consumer Exec.</b> |  |  |
| (Last)                                    | (First) | (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)   |  |  |
| <b>303 PEACHTREE STREET, N.E.</b>         |         |          | <b>1/23/2018</b>                                  |  |  |   |  |  |
| (Street)                                  |         |          | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |  |
| <b>ATLANTA, GA 30308</b>                  |         |          |   |  |  |   |  |  |
| (City) (State) (Zip)                      |         |          |   |  |  |   |  |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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                    | 1/23/2018      |                                   | M                         |   | 115000  | A          | \$64.58 | 244051.593  | D  |   |
| Common Stock                    | 1/23/2018      |                                   | M                         |   | 35000   | A          | \$9.06  | 279051.593  | D  |   |
| Common Stock                    | 1/23/2018      |                                   | S                         |   | 150000  | D          | (1)     | 129051.593  | D  |   |
| Common Stock                    |                |                                   |                           |   |   |            |         | 1314.7623   | I (2)  | 401(k)  |

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
|  |  |                |                                   | Code                      | V | (A)  | (D) | Date Exercisable                        | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
| Phantom Stock (9)                        | (9)  |                |                                   |                           |   |  |     | (9)                                     | (9)             | Common Stock  | 2468.6119                  |  | 2468.6119  | D  |  |
| Phantom Stock                            | (7)  |                |                                   |                           |   |  |     | 2/10/2018                               | (7)             | Common Stock  | 4394                       |  | 4394   | D  |  |
| Phantom Stock (8)                        | (8)  |                |                                   |                           |   |  |     | 2/9/2018                                | 2/9/2018        | Common Stock  | 4885                       |  | 4885   | D  |  |
| Phantom Stock (8)                        | (8)  |                |                                   |                           |   |  |     | 2/9/2019                                | 2/9/2019        | Common Stock  | 4886                       |  | 4886   | D  |  |
| Phantom Stock (8)                        | (8)  |                |                                   |                           |   |  |     | 2/9/2019                                | 2/9/2019        | Common Stock  | 45235                      |  | 45235  | D  |  |
| Phantom Stock (8)                        | (8)  |                |                                   |                           |   |  |     | 2/9/2020                                | 2/9/2020        | Common Stock  | 45235                      |  | 45235  | D  |  |
| Option (3)                               | \$64.58  | 1/23/2018      |                                   | M                         |   | 115000   |     | 2/12/2011                               | 2/12/2018       | Common Stock  | 115000                     | \$64.58                                    | 0  | D  |  |
| Option (3)                               | \$9.06   | 1/23/2018      |                                   | M                         |   | 35000  |     | 2/10/2012                               | 2/10/2019       | Common Stock  | 75000                      | \$9.06                                     | 40000  | D  |  |
| Option (4)                               | \$29.20  |                |                                   |                           |   |  |     | 4/1/2012                                | 4/1/2021        | Common Stock  | 27716                      |  | 27716  | D  |  |
| Option (4)                               | \$21.67  |                |                                   |                           |   |  |     | (4)                                     | 2/14/2022       | Common Stock  | 55400                      |  | 55400  | D  |  |
| Option (4)                               | \$27.41  |                |                                   |                           |   |  |     | 2/26/2014                               | 2/26/2023       | Common Stock  | 14949                      |  | 14949  | D  |  |
| Option (4)                               | \$27.41  |                |                                   |                           |   |  |     | 2/26/2015                               | 2/26/2023       | Common Stock  | 14949                      |  | 14949  | D  |  |
| Option (4)                               | \$27.41  |                |                                   |                           |   |  |     | 2/26/2016                               | 2/26/2023       | Common Stock  | 14948                      |  | 14948  | D  |  |
| Phantom Stock (5)                        | (5)  |                |                                   |                           |   |  |     | 2/21/2017                               | 2/21/2017       | Common Stock  | 20012.465                  |  | 20012.465  | D  |  |
| Phantom Stock (6)                        | (6)  |                |                                   |                           |   |  |     | 2/14/2020                               | 2/24/2020       | Common Stock  | 8155.7308                  |  | 8155.7308  | D  |  |

**Table II - Derivative Securities 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. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
|  |  |                |                                   | Code                      | V | (A)  | (D) | Date Exercisable                        | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
| Common Stock<br><a href="#">(10)</a>       | <a href="#">(10)</a>                                   |                |                                   |                           |   |  |     | 2/21/2017                               | 2/21/2018       | Common Stock  | 8002.985                   |  | 8002.985   | D  |  |

**Explanation of Responses:**

- (1) Sold at prices ranging from \$69.64 to \$70.63.
- (2) 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.
- (3) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
- (4) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. Award vests annually over the next three years.
- (5) Represents restricted stock unit award granted on February 21, 2014 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt under Rule 16b-3. Transaction represents the satisfaction of EPS/TSR/ROTCE performance conditions. The Restricted Stock Unit award agreements contain tax withholding provisions which allow us to satisfy tax withholding obligations by netting shares. Award will vest on February 21, 2017 and will be settled in shares of common stock.
- (6) Represents time-vested restricted stock unit award granted on February 14, 2017 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt under Rule 16b-3. Award will vest on February 14, 2020 and will be settled in Shares of common stock. The Restricted Unit award agreements contain tax withholding provisions which allow us to satisfy tax withholding obligations by netting shares.
- (7) Represents time-vested restricted stock units granted on February 10, 2015 under the 2009 Stock Plan. The Plan is exempt under Rule 16b-3. The restricted stock unit award agreements contain tax withholding features which allow us to withhold units to satisfy withholding obligations. Units will be settled in shares.
- (8) Represents time-vested restricted stock units granted on February 9, 2016 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.
- (9) The phantom stock units were acquired under SunTrust Banks, Inc.'s Deferred Compensation Plan. These securities convert to common stock on a one-for-one basis.
- (10) Represents performance stock which was granted on February 21, 2014 and which vested on February 21, 2017. Award is settled in common stock. Because exceptional performance resulted in the award vesting at greater than 130% of target, the amount that vested in excess of 130% is subject to a one year deferral.

**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

1/24/2018

\*\*Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.