

# 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

<b>1. Name and Address of Reporting Person *</b>  <b>ROGERS WILLIAM H JR</b>  (Last) (First) (Middle)  <b>303 PEACHTREE STREET, N.E.</b>  (Street)  <b>ATLANTA, GA 30308</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>SUNTRUST BANKS INC [ STI ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>Chairman and CEO</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>2/13/2019</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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	2/13/2019		M		7876.818	A	\$64.65	602571.091	D	
Common Stock	2/13/2019		F		3368	D	\$64.65	599203.091	D	
Common Stock								8086.141	I	401(k) (U)

**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 Units (2)	(2)	2/13/2019		M		7876.818		2/13/2019	(2)	Common Stock	7876.818	(2)	0	D	
Phantom Stock Units (3)	(3)							(3)	(3)	Common Stock	1921.7408		1921.7408	D	
Phantom Stock Units (4)	(4)							(4)	(4)	Common Stock	17813.319		17813.319	D	
Option (4)	\$29.20							4/1/2012	4/1/2021	Common Stock	84439		84439	D	
Option (4)	\$21.67							(4)	2/14/2022	Common Stock	136200		136200	D	
Option (4)	\$27.41							2/26/2014	2/26/2023	Common Stock	36707		36707	D	
Option (4)	\$27.41							2/26/2015	2/26/2023	Common Stock	36707		36707	D	
Option (4)	\$27.41							2/26/2016	2/26/2023	Common Stock	36707		36707	D	
Phantom Stock Units (2)	(2)							2/13/2020	(2)	Common Stock	7656.066		7656.066	D	
Phantom Stock Units (2)	(2)							2/13/2021	(2)	Common Stock	7656.066		7656.066	D	
Phantom Stock Units (5)	(5)							2/8/2020	(5)	Common Stock	10078.7979		10078.7979	D	
Phantom Stock Units (5)	(5)							2/8/2021	(5)	Common Stock	10078.7979		10078.7979	D	
Phantom Stock Units (5)	(5)							2/8/2022	(5)	Common Stock	10078.7979		10078.7979	D	
Phantom Stock Units (6)	(6)							2/9/2019	(6)	Common Stock	143325.115		143325.115	D	

**Explanation of Responses:**

- (1) 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.
- (2) Represents time-vested restricted stock units granted 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 withholding obligations.
- (3) The phantom stock units were acquired under the SunTrust Banks, Inc. Deferred Compensation Plan and convert to common stock on a one-to-one basis.
- (4) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan.
- (5) 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 withholding obligations.
- (6) Represents performance-vested restricted stock units granted on February 9, 2016 under the SunTrust Banks, Inc. 2009 Stock Plan. Transaction represents the satisfaction of EPS/TSR/ROTCE performance conditions. Performance resulted in the award vesting at 140% of target. 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. Because 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
<b>ROGERS WILLIAM H JR</b> <b>303 PEACHTREE STREET, N.E.</b> <b>ATLANTA, GA 30308</b>			<b>Chairman and CEO</b>	

**Signatures****Curt Phillips, Attorney-in-Fact for William H. Rogers, Jr.****2/15/2019**

\*\*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.