

# FORM 4

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

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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>Chancy Mark A</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 <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Vice Chairman, Consumer Exec.</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>2/14/2019</b>		<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	2/14/2019		M		2860.742	A	\$64.03	190811.576	D	
Common Stock	2/14/2019		F		1238	D	\$64.03	189573.576	D	
Common Stock								1316.9993	I (U)	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 Units (2)	(2)	2/14/2019		M		2860.742		2/14/2019	(2)	Common Stock	2860.742	(2)	0	D	
Phantom Stock Units (3)	(3)							(3)	(3)	Common Stock	2539.4815		2539.4815	D	
Phantom Stock Units (2)	(2)							2/9/2020	2/9/2020	Common Stock	45235		45235	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 Units (2)	(2)							2/14/2018	(2)	Common Stock	8155.7308		5374.8218	D	
Phantom Stock Units (2)	(2)							2/13/2020	(2)	Common Stock	4416.9611		4416.9611	D	
Phantom Stock Units (2)	(2)							2/13/2021	(2)	Common Stock	4416.9611		4416.9611	D	
Phantom Stock Units (5)	(5)							2/8/2020	(5)	Common Stock	5497.5261		5497.5261	D	
Phantom Stock Units (5)	(5)							2/8/2021	(5)	Common Stock	5497.5261		5497.5261	D	
Phantom Stock Units (5)	(5)							2/8/2022	(5)	Common Stock	5497.5261		5497.5261	D	
Phantom Stock Units (6)	(6)							2/9/2019	(6)	Common Stock	51537.602		51537.602	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-03. 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 SunTrust Banks, Inc.'s Deferred Compensation Plan. These units convert to common stock on a one-for-one basis.
- (4) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. Award vests annually over the next three years.
- (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-03. 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/ROTCE/TSR performance conditions. Performance resulted in the award vesting at 140% of target; 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. 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.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Chancy Mark A 303 PEACHTREE STREET, N.E. ATLANTA, GA 30308</b>			<b>Vice Chairman, Consumer Exec.</b>	

**Signatures**Curt Phillips, Attorney-in-Fact for Mark A. Chancy2/19/2019

\*\*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.

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