

# FORM 4

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

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## 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)		
ARRIETA JORGE			SUNTRUST BANKS INC [ STI ]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>CEVP &amp; General Auditor</b>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
303 PEACHTREE STREET			2/13/2019					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
ATLANTA, GA 30308						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(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	2/13/2019		M		424.856	A	\$64.65	7173.489	D	
Common Stock	2/13/2019		F		118	D	\$64.65	7055.489	D	

**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 (3)	(3)	2/13/2019		M		424.856		2/13/2019	(3)	Common Stock	424.856	(2)	0	D	
Phantom Stock Units (1)	(1)							(1)	(1)	Common Stock	924.1164		924.1164 (1)	D	
Phantom Stock Units (2)	(2)							2/14/2020 (2)	9/21/2020 (2)	Common Stock	431.93		431.93 (2)	D	
Phantom Stock Units (2)	(2)							2/14/2019 (2)	2/14/2019 (2)	Common Stock	431.931		431.931 (2)	D	
Phantom Stock Units (2)	(2)							12/31/2019 (2)	12/31/2019 (2)	Common Stock	5532.27		5532.27 (2)	D	
Phantom Stock Units (3)	(3)							2/13/2020	(3)	Common Stock	412.2497		412.2497	D	
Phantom Stock Units (3)	(3)							2/13/2021	(3)	Common Stock	412.2497		412.2497	D	
Phantom Stock Units (4)	(4)							2/8/2020	(4)	Common Stock	641.378		641.378	D	
Phantom Stock Units (4)	(4)							2/8/2021	(4)	Common Stock	641.378		641.378	D	
Phantom Stock Units (4)	(4)							2/8/2022	(4)	Common Stock	641.378		641.378	D	
Phantom Stock Units (5)	(5)							2/9/2019	(5)	Common Stock	8160.597		8160.597	D	

### Explanation of Responses:

- (1) 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.
- (2) Represents time-vested restricted stock units under the 2009 Stock Plan. The Plan is exempt under Rule 16b-3. The restricted stock unit award areements contain tax withholding features which allow us to withhold units to satisfy withholding obligations. Units will be settled in shares.
- (3) Represents time-vested restricted stock units granted on February 13, 2018 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 tax withholding obligations.

- (4) 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 tax withholding obligations.
- (5) 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
ARRIETA JORGE 303 PEACHTREE STREET ATLANTA, GA 30308			CEVP & General Auditor	

**Signatures**

**Curt Phillips, Attorney-in-Fact for Jorge Arrieta**

**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.

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