

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person -*</b>  <b>Cummins Hugh S. III</b> (Last) (First) (Middle)  <b>303 PEACHTREE STREET, NE</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>Co-COO/Wholesale Segment Exec</b>
	<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>2/8/2019</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	2/8/2019		M		3797.732	A	\$64.37	43995.353	D	
Common Stock	2/8/2019		F		1624	D	\$64.37	42371.353	D	
Common Stock	2/8/2019		M		48693.4	A	\$64.37	91064.753	D	
Common Stock	2/8/2019		F		20201	D	\$64.37	70863.753	D	
Common Stock								2852.647	I	401(k) (1)

**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)	2/8/2019		M		3797.732		2/9/2019	(2)	Common Stock	3797.732	(2)	0	D	
Phantom Stock Units (2)	(2)	2/8/2019		M		48693.4		2/9/2019	(2)	Common Stock	48693.4	(2)	0	D	
Phantom Stock Units (3)	(3)							(3)	(3)	Common Stock	1106.0385		1106.0385	D	
Phantom Stock Units (2)	(2)							2/14/2020	2/14/2020	Common Stock	1971.813		1971.813	D	
Phantom Stock Units (2)	(2)							2/14/2019	2/14/2019	Common Stock	1971.813		1971.813	D	
Phantom Stock Units (2)	(2)							2/9/2020	2/9/2020	Common Stock	46488.511		46488.511	D	
Phantom Stock Units (2)	(2)							2/13/2019	(2)	Common Stock	4048.881		4048.881	D	
Phantom Stock Units (2)	(2)							2/13/2020	(2)	Common Stock	4048.881		4048.881	D	
Phantom Stock Units (2)	(2)							2/13/2021	(2)	Common Stock	4048.881		4048.881	D	
Phantom Stock Units (4)	(4)	2/8/2019		A		5039.3989		2/8/2020	(4)	Common Stock	5039.3989	(4)	5039.3989	D	
Phantom Stock Units (4)	(4)	2/8/2019		A		5039.3989		2/8/2021	(4)	Common Stock	5039.3989	(4)	5039.3989	D	
Phantom Stock Units (4)	(4)	2/8/2019		A		5039.3989		2/8/2022	(4)	Common Stock	5039.3989	(4)	5039.3989	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 under the SunTrust Banks, Inc. 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.
- (3) 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.
- (4) Represents time-vested restricted stock units under the SunTrust Banks, Inc. 2018 Omnibus Incentive Compensation 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.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Cummins Hugh S. III</b> <b>303 PEACHTREE STREET, NE</b> <b>ATLANTA, GA 30308</b>			<b>Co-COO/Wholesale Segment Exec</b>	

**Signatures****Curt Phillips, Attorney-in-Fact for Hugh S. Cummins III****2/11/2019**

\*\*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.