

# 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

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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<br>(Check all applicable)   |  |  |
| ARRIETA JORGE                             |  |  | SUNTRUST BANKS INC [ STI ]                        |  |  | <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>CEVP &amp; General Auditor</b> |  |  |
| (Last) (First) (Middle)                   |  |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  |  |  |  |
| 303 PEACHTREE STREET                      |  |  | 2/14/2019   |  |  |  |  |  |
| (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<br><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<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) |               |         | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|---|------------------------------|---|---|---------------|---------|---|---|---|
|                                    |                |   | Code                         | V | Amount  | (A) or<br>(D) | Price   |   |   |   |
| Common Stock                       | 2/14/2019      |   | M                            |   | 452.418   | A             | \$64.03 | 7507.907  | D   |   |
| Common Stock                       | 2/14/2019      |   | F                            |   | 126   | D             | \$64.03 | 7381.907  | D   |   |

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

| 1. Title of Derivate<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans.<br>Date | 3A. Deemed<br>Execution<br>Date, if any | 4. Trans.<br>Code<br>(Instr. 8) |   | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |     | 6. Date Exercisable and<br>Expiration Date |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|--|-------------------|---|---------------------------------|---|--|-----|--|--------------------|--|----------------------------------|---|--|---|--|
|  |  |                   |   | Code                            | V | (A)  | (D) | Date<br>Exercisable                        | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |   |  |   |  |
| Phantom Stock<br>Units (2)                     | (2)  | 2/14/2019         |   | M                               |   | 452.418  |     | 2/14/2019                                  | (2)                | Common<br>Stock  | 452.418                          | (2)   | 0  | D   |  |
| Phantom Stock<br>Units (1)                     | (1)  |                   |   |                                 |   |  |     | (1)  | (1)                | Common<br>Stock  | 924.1164                         |   | 924.1164 (1)   | D   |  |
| Phantom Stock<br>Units (2)                     | (2)  |                   |   |                                 |   |  |     | 2/14/2020<br>(2)                           | 9/21/2020<br>(2)   | Common<br>Stock  | 431.93                           |   | 431.93 (2)   | D   |  |
| Phantom Stock<br>Units (2)                     | (2)  |                   |   |                                 |   |  |     | 12/31/2019<br>(2)                          | 12/31/2019<br>(2)  | Common<br>Stock  | 5532.27                          |   | 5532.27 (2)  | D   |  |
| Phantom Stock<br>Units (3)                     | (3)  |                   |   |                                 |   |  |     | 2/13/2020                                  | (3)                | Common<br>Stock  | 412.2497                         |   | 412.2497   | D   |  |
| Phantom Stock<br>Units (3)                     | (3)  |                   |   |                                 |   |  |     | 2/13/2021                                  | (3)                | Common<br>Stock  | 412.2497                         |   | 412.2497   | D   |  |
| Phantom Stock<br>Units (4)                     | (4)  |                   |   |                                 |   |  |     | 2/8/2020                                   | (4)                | Common<br>Stock  | 641.378                          |   | 641.378  | D   |  |
| Phantom Stock<br>Units (4)                     | (4)  |                   |   |                                 |   |  |     | 2/8/2021                                   | (4)                | Common<br>Stock  | 641.378                          |   | 641.378  | D   |  |
| Phantom Stock<br>Units (4)                     | (4)  |                   |   |                                 |   |  |     | 2/8/2022                                   | (4)                | Common<br>Stock  | 641.378                          |   | 641.378  | D   |  |
| Phantom Stock<br>Units (5)                     | (5)  |                   |   |                                 |   |  |     | 2/9/2019                                   | (5)                | Common<br>Stock  | 8160.597                         |   | 8160.597   | D   |  |

### Explanation of Responses:

- 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.
- Represents time-vested restricted stock units 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.
- 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<br>303 PEACHTREE STREET<br>ATLANTA, GA 30308 |               |           | CEVP & General Auditor |       |

**Signatures**

Curt Phillips, Attorney-in-Fact for Jorge Arrieta

2/19/2019

—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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