

# 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

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)		
<b>Callihan Margaret L</b>			<b>SUNTRUST BANKS INC [ STI ]</b>			<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 Chief HR Officer</b>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>303 PEACHTREE STREET, NE</b>			<b>2/8/2019</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>ATLANTA, GA 30308</b>						<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	2/8/2019		M		1298.202	A	\$64.37	19370.218	D	
Common Stock	2/8/2019		F		460	D	\$64.37	18910.218	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 (1)	(1)	2/8/2019		M		1298.202		2/9/2019	2/9/2019	Common Stock	1298.202	(1)	0	D	
Phantom Stock Units (1)	(1)							2/13/2019	2/13/2019	Common Stock	1251.4723		1251.4723	D	
Phantom Stock Units (1)	(1)							2/13/2020	2/13/2020	Common Stock	1251.4723		1251.4723	D	
Phantom Stock Units (1)	(1)							2/13/2021	2/13/2021	Common Stock	1251.4723		1251.4723	D	
Phantom Stock Units (2)	(2)	2/8/2019		A		1557.6324		2/8/2020	(2)	Common Stock	1557.6324	(2)	1557.6324	D	
Phantom Stock Units (2)	(2)	2/8/2019		A		1557.6324		2/8/2021	(2)	Common Stock	1557.6324	(2)	1557.6324	D	
Phantom Stock Units (2)	(2)	2/8/2019		A		1557.6324		2/8/2022	(2)	Common Stock	1557.6324	(2)	1557.6324	D	

**Explanation of Responses:**

- (1) Represents time-vested restricted stock units 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. Units will be settled in shares.
- (2) Represents time-vested restricted stock units 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. Units will be settled in shares.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Callihan Margaret L</b> <b>303 PEACHTREE STREET, NE</b>			<b>CEVP Chief HR Officer</b>	

