

FORM 4

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

OMB APPROVAL
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[] Check this box if no longer
subject to Section 16. Form 4 or
Form 5 obligations may
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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) | | |
| Richards Robert Ryan | | | 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) Chief Acct Officer & Corp Cont | | |
| (Last) (First) (Middle) | | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | |
| 303 PEACHTREE STREET, NE | | | 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 <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) | | | |
| Common Stock | 2/14/2019 | | M | | 397.705 | A | \$64.03 | 4068.269 | D |
| Common Stock | 2/14/2019 | | F | | 141 | D | \$64.03 | 3927.269 | 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 (2) | (2) | 2/14/2019 | | M | | 397.705 | | 2/14/2019 | (2) | Common Stock | 397.705 | (1) | 0 | D | |
| Phantom Stock Units (1) | (1) | | | | | | | 2/14/2017 | 2/10/2019 | Common Stock | 379.697 | | 379.697 | D | |
| Phantom Stock Units (1) | (1) | | | | | | | 2/14/2017 | 2/10/2020 | Common Stock | 379.693 | | 379.693 | D | |
| Phantom Stock Units (2) | (2) | | | | | | | 2/13/2020 | (2) | Common Stock | 448.5759 | | 448.5759 | D | |
| Phantom Stock Units (2) | (2) | | | | | | | 2/13/2021 | (2) | Common Stock | 448.5759 | | 448.5759 | D | |
| Phantom Stock Units (3) | (3) | | | | | | | 6/19/2019 | (3) | Common Stock | 1450.6666 | | 1450.6666 | D | |
| Phantom Stock Units (3) | (3) | | | | | | | 6/19/2020 | (3) | Common Stock | 1450.6666 | | 1450.6666 | D | |
| Phantom Stock Units (3) | (3) | | | | | | | 6/19/2021 | (3) | Common Stock | 1450.6666 | | 1450.6666 | D | |
| Phantom Stock Units (3) | (3) | | | | | | | 2/8/2020 | (3) | Common Stock | 989.5547 | | 989.5547 | D | |
| Phantom Stock Units (3) | (3) | | | | | | | 2/8/2021 | (3) | Common Stock | 989.5547 | | 989.5547 | D | |
| Phantom Stock Units (3) | (3) | | | | | | | 2/8/2022 | (3) | Common Stock | 989.5547 | | 989.5547 | D | |

Explanation of Responses:

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

(3) 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.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---|-------|
| | Director | 10% Owner | Officer | Other |
| Richards Robert Ryan 303 PEACHTREE STREET, NE ATLANTA, GA 30308 | | | Chief Acct Officer & Corp Cont | |

Signatures

Curt Phillips, Attorney-in-Fact for Robert Ryan Richards

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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