

Richards Robert Ryan  
Form 4  
February 15, 2019

# FORM 4

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

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,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

### OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Richards Robert Ryan

(Last) (First) (Middle)

303 PEACHTREE STREET, NE

(Street)

ATLANTA, GA 30308

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
SUNTRUST BANKS INC [STI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/13/2019

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Chief Acct Officer & Corp Cont

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/13/2019                              |                                                             | M                                    | 258.205                                                                 | A \$<br>64.65                                                                                                      | 3,762.564                                                               | D                                                                 |
| Common<br>Stock                       | 02/13/2019                              |                                                             | F                                    | 92                                                                      | D \$<br>64.65                                                                                                      | 3,670.564                                                               | D                                                                 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                            |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|----------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                 | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>Number<br>Shares |
| Phantom<br>Stock<br>Units <u>(2)</u>                | <u>(2)</u>                                                         | 02/13/2019                              |                                                             | M                                    | 258.205                                                                                                   | 02/13/2019                                                     | <u>(2)</u>         | Common<br>Stock                                                     | 258.2                      |
| Phantom<br>Stock<br>Units <u>(1)</u>                | <u>(1)</u>                                                         |                                         |                                                             |                                      |                                                                                                           | 02/14/2017                                                     | 02/10/2019         | Common<br>Stock                                                     | 379.6                      |
| Phantom<br>Stock<br>Units <u>(1)</u>                | <u>(1)</u>                                                         |                                         |                                                             |                                      |                                                                                                           | 02/14/2017                                                     | 02/10/2020         | Common<br>Stock                                                     | 379.6                      |
| Phantom<br>Stock<br>Units <u>(2)</u>                | <u>(2)</u>                                                         |                                         |                                                             |                                      |                                                                                                           | 02/13/2020                                                     | <u>(2)</u>         | Common<br>Stock                                                     | 448.5                      |
| Phantom<br>Stock<br>Units <u>(2)</u>                | <u>(2)</u>                                                         |                                         |                                                             |                                      |                                                                                                           | 02/13/2021                                                     | <u>(2)</u>         | Common<br>Stock                                                     | 448.5                      |
| Phantom<br>Stock<br>Units <u>(3)</u>                | <u>(3)</u>                                                         |                                         |                                                             |                                      |                                                                                                           | 06/19/2019                                                     | <u>(3)</u>         | Common<br>Stock                                                     | 1,450.6                    |
| Phantom<br>Stock<br>Units <u>(3)</u>                | <u>(3)</u>                                                         |                                         |                                                             |                                      |                                                                                                           | 06/19/2020                                                     | <u>(3)</u>         | Common<br>Stock                                                     | 1,450.6                    |
| Phantom<br>Stock<br>Units <u>(3)</u>                | <u>(3)</u>                                                         |                                         |                                                             |                                      |                                                                                                           | 06/19/2021                                                     | <u>(3)</u>         | Common<br>Stock                                                     | 1,450.6                    |
| Phantom<br>Stock<br>Units <u>(3)</u>                | <u>(3)</u>                                                         |                                         |                                                             |                                      |                                                                                                           | 02/08/2020                                                     | <u>(3)</u>         | Common<br>Stock                                                     | 989.5                      |
| Phantom<br>Stock<br>Units <u>(3)</u>                | <u>(3)</u>                                                         |                                         |                                                             |                                      |                                                                                                           | 02/08/2021                                                     | <u>(3)</u>         | Common<br>Stock                                                     | 989.5                      |
| Phantom<br>Stock<br>Units <u>(3)</u>                | <u>(3)</u>                                                         |                                         |                                                             |                                      |                                                                                                           | 02/08/2022                                                     | <u>(3)</u>         | Common<br>Stock                                                     | 989.5                      |

## Reporting Owners

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

## Signatures

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

02/15/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
  - Represents time-vested restricted stock units granted under the 2009 Stock Plan. The Plan is exempt under Rule 16b-3. The restricted
  - (1) stock unit award agreements contain tax withholdings 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
  - (2) 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.
  - Represents time-vested restricted stock units granted under the SunTrust Banks, Inc. 2018 Omnibus Incentive Compensation Plan. The
  - (3) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.