

ROGERS WILLIAM H JR

Form 4

February 21, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROGERS WILLIAM H JR

(Last) (First) (Middle)

303 PEACHTREE STREET, N.E.

(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)

02/19/2019

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 ____ Other (specify
below) below)

Chairman and CEO

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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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)
Common Stock	02/19/2019		M	133,087.61	A \$ 64.37	736,843.81	D
Common Stock	02/19/2019		F	60,023	D \$ 64.37	676,820.81	D
Common Stock						8,086.141	I 401(k) ⁽¹⁾

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
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		7. Title and Amount Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock Units <u>(3)</u>	<u>(3)</u>					<u>(3)</u>	<u>(3)</u>	Common Stock	1,9
Phantom Stock Units <u>(4)</u>	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	17,
Option <u>(4)</u>	\$ 29.2					04/01/2012	04/01/2021	Common Stock	8
Option <u>(4)</u>	\$ 21.67					<u>(4)</u>	02/14/2022	Common Stock	1.
Option <u>(4)</u>	\$ 27.41					02/26/2014	02/26/2023	Common Stock	3
Option <u>(4)</u>	\$ 27.41					02/26/2015	02/26/2023	Common Stock	3
Option <u>(4)</u>	\$ 27.41					02/26/2016	02/26/2023	Common Stock	3
Phantom Stock Units <u>(2)</u>	<u>(2)</u>					02/13/2020	<u>(2)</u>	Common Stock	7,6
Phantom Stock Units <u>(2)</u>	<u>(2)</u>					02/13/2021	<u>(2)</u>	Common Stock	7,6
Phantom Stock Units <u>(5)</u>	<u>(5)</u>					02/08/2020	<u>(5)</u>	Common Stock	10,0
Phantom Stock Units <u>(5)</u>	<u>(5)</u>					02/08/2021	<u>(5)</u>	Common Stock	10,0
Phantom Stock Units <u>(5)</u>	<u>(5)</u>					02/08/2022	<u>(5)</u>	Common Stock	10,0
	<u>(6)</u>	02/19/2019		M	133,087.61	02/09/2019	<u>(6)</u>		133

Phantom
Stock
Units (6)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ROGERS WILLIAM H JR 303 PEACHTREE STREET, N.E. ATLANTA, GA 30308	Chairman and CEO

Signatures

Curt Phillips, Attorney-in-Fact for William H.
Rogers, Jr.

02/21/2019

 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).
- (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.
- Represents time-vested restricted stock units granted under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt under Rule
- (2) 16b-3. Units will be settled in shares. The award agreement contains tax withholding features which allow us to withhold units to satisfy withholding obligations.
- (3) The phantom stock units were acquired under the SunTrust Banks, Inc. Deferred Compensation Plan and convert to common stock on a one-to-one basis.
- (4) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan.
- Represents time-vested restricted stock units granted under the SunTrust Banks, Inc. 2018 Omnibus Incentive Compensation Plan. The
- (5) 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 withholding obligations.
- 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/TSR/ROTCE performance conditions. Performance resulted in the award vesting at 140%
- (6) of target. 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. 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.

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.