

Koebler Ellen
 Form 4
 February 15, 2019

FORM 4

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Koebler Ellen

(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
 Officer (give title below) ___ Other (specify below)
 Chief Risk Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/13/2019		M		1,364.067	A	\$ 64.65
Common Stock	02/13/2019		F		468	D	\$ 64.65

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

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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 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 of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Phantom Stock Units <u>(1)</u>	<u>(1)</u>	02/13/2019		M	1,364.067	02/13/2019	<u>(1)</u>	Common Stock	1,364.067
Phantom Stock Units <u>(1)</u>	<u>(1)</u>					11/14/2019	11/14/2019	Common Stock	4,375.000
Phantom Stock Units <u>(1)</u>	<u>(1)</u>					11/14/2019	11/14/2020	Common Stock	4,375.000
Phantom Stock Units <u>(1)</u>	<u>(1)</u>					11/14/2019	11/14/2021	Common Stock	4,375.000
Phantom Stock Units <u>(1)</u>	<u>(1)</u>					02/13/2020	<u>(1)</u>	Common Stock	1,364.067
Phantom Stock Units <u>(1)</u>	<u>(1)</u>					02/13/2021	<u>(1)</u>	Common Stock	1,364.067
Phantom Stock Units <u>(1)</u>	<u>(1)</u>					02/14/2019	<u>(1)</u>	Common Stock	1,583.333
Phantom Stock Units <u>(1)</u>	<u>(1)</u>					02/14/2020	<u>(1)</u>	Common Stock	1,583.333
Phantom Stock Units <u>(1)</u>	<u>(1)</u>					11/08/2019	<u>(1)</u>	Common Stock	7,333.333
Phantom Stock Units <u>(2)</u>	<u>(2)</u>					02/08/2020	<u>(2)</u>	Common Stock	7,333.333
Phantom Stock Units <u>(2)</u>	<u>(2)</u>					02/08/2021	<u>(2)</u>	Common Stock	7,333.333
	<u>(2)</u>					02/08/2022	<u>(2)</u>		7,333.333

Phantom
Stock
Units (2)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Koebler Ellen 303 PEACHTREE STREET, NE ATLANTA, GA 30308			Chief Risk Officer	

Signatures

Curt Phillips, Attorney-in-Fact for Ellen C. Koebler	02/15/2019
<u> </u> **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) Represents time-vested restricted stock units granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan or 2018 Omnibus Incentive Compensation Plan. These Plans are exempt under Rule 16b-3. Units will be settled in shares of common stock. The award agreements contain tax withholding features that allow us to withhold units to satisfy tax withholding obligations.
- (2) Represents time-vested 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.

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.