

ARRIETA JORGE

Form 4

February 15, 2018

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 *
ARRIETA JORGE

(Last) (First) (Middle)

303 PEACHTREE STREET

(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)
02/13/2018

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)

CEVP & General Auditor

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/14/2018		M	440.813	A \$ 70.07	1,557.877	D
Common Stock	02/14/2018		F	124	D \$ 70.07	1,433.877	D

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 Underlying (Instr. 3)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Phantom Stock <u>(1)</u>	<u>(2)</u>							<u>(1)</u>	<u>(1)</u>	Common Stock
Phantom Stock <u>(2)</u>	<u>(2)</u>							02/14/2020 <u>(2)</u>	09/21/2020 <u>(2)</u>	Common Stock
Phantom Stock <u>(2)</u>	<u>(2)</u>							02/14/2019 <u>(2)</u>	02/14/2019 <u>(2)</u>	Common Stock
Phantom Stock <u>(2)</u>	<u>(2)</u>	02/14/2018		M		440.813		02/14/2018 <u>(2)</u>	02/14/2018 <u>(2)</u>	Common Stock
Phantom Stock <u>(2)</u>	<u>(2)</u>							12/31/2019 <u>(2)</u>	12/31/2019 <u>(2)</u>	Common Stock
Phantom Stock <u>(2)</u>	<u>(2)</u>							02/09/2019 <u>(2)</u>	02/09/2019 <u>(2)</u>	Common Stock
Phantom Stock <u>(3)</u>	<u>(3)</u>	02/13/2018		A		6,250.081		02/13/2018	<u>(3)</u>	Common Stock
Phantom Stock <u>(4)</u>	<u>(4)</u>	02/13/2018		A		412.2497		02/13/2019	<u>(4)</u>	Common Stock
Phantom Stock <u>(4)</u>	<u>(4)</u>	02/13/2018		A		412.2497		02/13/2020	<u>(4)</u>	Common Stock
Phantom Stock <u>(4)</u>	<u>(4)</u>	02/13/2018		A		412.2497		02/13/2021	<u>(4)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARRIETA JORGE 303 PEACHTREE STREET ATLANTA, GA 30308			CEVP & General Auditor	

Signatures

Curt Phillips, Attorney-in-Fact for Jorge Arrietta

02/15/2018

****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) The phantom stock units were acquired under SunTrust Banks, Inc.'s Deferred Compensation Plan. These securities convert to common stock on a one-for-one basis.

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

(3) Represents performance-vested restricted stock units granted on February 10, 2015 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 120% 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.

(4) 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.

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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