

Chancy Mark A
 Form 4
 February 20, 2018

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 *
 Chancy Mark A

(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)
 02/15/2018

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)
 Vice Chairman, Consumer Exec.

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		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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	02/15/2018		M		39,471.368	A	\$ 67.48	175,355.961	D	
Common Stock	02/15/2018		F		17,901	D	\$ 67.48	157,454.961	D	
Common Stock								1,313.4767	I ⁽¹⁾	401(k)

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

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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 of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Phantom Stock <u>(9)</u>	<u>(9)</u>					<u>(9)</u> <u>(9)</u>	Common Stock 2,46
Phantom Stock <u>(5)</u>	<u>(5)</u>					02/09/2019 02/09/2019	Common Stock 4,
Phantom Stock <u>(5)</u>	<u>(5)</u>					02/09/2019 02/09/2019	Common Stock 45
Phantom Stock <u>(5)</u>	<u>(5)</u>					02/09/2020 02/09/2020	Common Stock 45
Option <u>(2)</u>	\$ 9.06					02/10/2012 02/10/2019	Common Stock 40
Option <u>(3)</u>	\$ 29.2					04/01/2012 04/01/2021	Common Stock 27
Option <u>(3)</u>	\$ 21.67					<u>(3)</u> 02/14/2022	Common Stock 55
Option <u>(3)</u>	\$ 27.41					02/26/2014 02/26/2023	Common Stock 14
Option <u>(3)</u>	\$ 27.41					02/26/2015 02/26/2023	Common Stock 14
Option <u>(3)</u>	\$ 27.41					02/26/2016 02/26/2023	Common Stock 14
Phantom Stock <u>(4)</u>	<u>(4)</u>					02/14/2018 02/14/2020	Common Stock 8,15
Common Stock <u>(7)</u>	<u>(7)</u>					02/21/2017 02/21/2018	Common Stock 8,00
Phantom Stock <u>(6)</u>	<u>(6)</u>	02/15/2018		M	39,471.38	02/13/2018 <u>(6)</u>	Common Stock 39,4
Phantom Stock <u>(8)</u>	<u>(8)</u>					02/13/2019 <u>(8)</u>	Common Stock 4,41
Phantom Stock <u>(8)</u>	<u>(8)</u>					02/13/2020 <u>(8)</u>	Common Stock 4,41

