Koebler Ellen Form 4 April 24, 2019

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person *

Koebler Ellen

(First) (Middle)

303 PEACHTREE STREET, NE

(Street)

ATLANTA, GA 30308

2. Issuer Name and Ticker or Trading

SUNTRUST BANKS INC [STI]

Symbol

3. Date of Earliest Transaction

(Month/Day/Year)

04/23/2019

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner X_ Officer (give title Other (specify below)

Chief Risk Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(A)

or

(D)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

Code V Amount

4. Securities (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

Form: Direct (D) or Indirect (I) (Instr. 4)

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

(9-02)

Transaction(s)

(Instr. 3 and 4) Price

Common 4,000.641 D Stock

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

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

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| 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. Transactic Code (Instr. 8) | 5. Number of Derivative Securities Acquired or Dispose (D) (Instr. 3, 4 and 5) | e (A) ed of | 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 or Number or Shares |
| Phantom Stock Units (1) | <u>(1)</u> | | | | | | 11/14/2019 | 11/14/2019 | Common Stock | 4,265 |
| Phantom Stock Units (1) | (1) | | | | | | 11/14/2019 | 11/14/2020 | Common Stock | 4,264 |
| Phantom Stock Units (1) | (1) | | | | | | 11/14/2019 | 11/14/2021 | Common Stock | 4,263 |
| Phantom Stock Units (1) | (1) | | | | | | 02/13/2020 | <u>(1)</u> | Common Stock | 1,363.0 |
| Phantom Stock Units (1) | <u>(1)</u> | | | | | | 02/13/2021 | <u>(1)</u> | Common Stock | 1,362.0 |
| Phantom Stock Units (1) | (1) | | | | | | 02/14/2020 | <u>(1)</u> | Common Stock | 1,588.7 |
| Phantom Stock Units (1) | <u>(1)</u> | | | | | | 11/08/2019 | <u>(1)</u> | Common Stock | 7,340.0 |
| Phantom Stock Units (2) | <u>(2)</u> | | | | | | 02/08/2020 | (2) | Common Stock | 7,330.03 |
| Phantom Stock Units (2) | <u>(2)</u> | | | | | | 02/08/2021 | (2) | Common Stock | 7,330.03 |
| Phantom Stock Units (2) | <u>(2)</u> | | | | | | 02/08/2022 | (2) | Common Stock | 7,330.03 |
| Phantom Stock Units (2) | <u>(2)</u> | | | | | | 02/08/2020 | (2) | Common Stock | 14,66 |
| Phantom Stock | (2) | | | | | | 02/08/2021 | (2) | Common Stock | 14,66 |

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| Units (2) | | | | | | | | |
|-------------------------------|------------|------------|---|--------|------------|-----|-----------------|-------|
| Phantom Stock Units (2) | <u>(2)</u> | | | | 02/08/2022 | (2) | Common Stock | 14,66 |
| Phantom Stock | <u>(2)</u> | 04/23/2019 | A | 36,356 | 10/01/2022 | (2) | Common Stock | 36,35 |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Director 10 // Owner Officer Oth

Koebler Ellen

Units (2)

303 PEACHTREE STREET, NE Chief Risk Officer

ATLANTA, GA 30308

Signatures

Curt Phillips, Attorney-in-Fact for Ellen C.
Koebler
04/24/2019

**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 pursuant to the SunTrust Banks, Inc. 2009 Stock Plan or 2018 Omnibus

(1) 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.

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.

Reporting Owners 3