Koebler Ellen
Form 4
February 19, 2019

# FORM 4

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

**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

| | |
|---|---|
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(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)
02/14/2019

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 below) _____ 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

**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 | 02/14/2019 | | M | | 1,588.719 | A | $ 64.03 | 4,471.641 | D | |
| Common Stock | 02/14/2019 | | F | | 471 | D | $ 64.03 | 4,000.641 | 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)

**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 Securitie (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amoun Numbe Shares |
| Phantom Stock Units (1) | (1) | 02/14/2019 | | M | | | 1,588.719 | 02/14/2019 | (1) | Common Stock | 1,58 |
| Phantom Stock Units (1) | (1) | | | | | | | 11/14/2019 | 11/14/2019 | Common Stock | 4, |
| Phantom Stock Units (1) | (1) | | | | | | | 11/14/2019 | 11/14/2020 | Common Stock | 4, |
| Phantom Stock Units (1) | (1) | | | | | | | 11/14/2019 | 11/14/2021 | Common Stock | 4, |
| Phantom Stock Units (1) | (1) | | | | | | | 02/13/2020 | (1) | Common Stock | 1,36 |
| Phantom Stock Units (1) | (1) | | | | | | | 02/13/2021 | (1) | Common Stock | 1,36 |
| Phantom Stock Units (1) | (1) | | | | | | | 02/14/2020 | (1) | Common Stock | 1,58 |
| Phantom Stock Units (1) | (1) | | | | | | | 11/08/2019 | (1) | Common Stock | 7,34 |
| Phantom Stock Units (2) | (2) | | | | | | | 02/08/2020 | (2) | Common Stock | 7,330 |
| Phantom Stock Units (2) | (2) | | | | | | | 02/08/2021 | (2) | Common Stock | 7,330 |
| Phantom Stock Units (2) | (2) | | | | | | | 02/08/2022 | (2) | Common Stock | 7,330 |

# Reporting Owners

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

# Signatures

| | |
|---|---|
| Curt Phillips, Attorney-in-Fact for Ellen C. Koebler | 02/19/2019 |
| **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)** | 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.
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