

ROGERS WILLIAM H JR
Form 4
February 15, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
ROGERS WILLIAM H JR

(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)
02/13/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chairman and CEO

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	02/14/2018		M		7,733.158	A	\$ 70.07
Common Stock	02/14/2018		F		3,326	D	\$ 70.07
Common Stock					8,064.513	I	401(k) ⁽¹⁾

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

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SEC 1474
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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>(2)</u>	<u>(2)</u>					<u>(2)</u>	<u>(2)</u>	Common Stock
Phantom Stock <u>(3)</u>	<u>(3)</u>					<u>(3)</u>	<u>(3)</u>	Common Stock
Phantom Stock <u>(4)</u>	<u>(4)</u>					02/09/2019	02/09/2019	Common Stock
Option <u>(3)</u>	\$ 29.2					04/01/2012	04/01/2021	Common Stock
Option <u>(3)</u>	\$ 21.67					<u>(3)</u>	02/14/2022	Common Stock
Option <u>(3)</u>	\$ 27.41					02/26/2014	02/26/2023	Common Stock
Option <u>(3)</u>	\$ 27.41					02/26/2015	02/26/2023	Common Stock
Option <u>(3)</u>	\$ 27.41					02/26/2016	02/26/2023	Common Stock
Phantom Stock <u>(5)</u>	<u>(5)</u>					02/21/2017	02/21/2018	Common Stock
Phantom Stock <u>(8)</u>	<u>(8)</u>	02/13/2018		A	109,768.432	02/13/2018	<u>(8)</u>	Common Stock
Phantom Stock <u>(6)</u>	<u>(6)</u>	02/13/2018		A	7,656.066	02/13/2019	<u>(6)</u>	Common Stock
Phantom Stock <u>(6)</u>	<u>(6)</u>	02/13/2018		A	7,656.066	02/13/2020	<u>(6)</u>	Common Stock
Phantom Stock <u>(6)</u>	<u>(6)</u>	02/13/2018		A	7,657.066	02/13/2021	<u>(6)</u>	Common Stock
Phantom Stock <u>(7)</u>	<u>(7)</u>	02/14/2018		M	7,733.158	02/14/2018	<u>(7)</u>	Common Stock

