

DUKES LAURA ALLISON
Form 4
January 08, 2019

FORM 4

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

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).

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 *
DUKES LAURA ALLISON

(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)
12/17/2018

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)
Chief Financial Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 12/17/2018 | | G | V 958 D \$ 0 | 19,987 | 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)

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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. 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 Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Options <u>(1)</u> | \$ 27.41 | | | | | 02/26/2016 02/26/2023 | Common Stock 5,061 |
| Phantom Stock <u>(2)</u> | <u>(2)</u> | | | | | 02/09/2019 02/09/2019 | Common Stock 2,271.765 |
| Phantom Stock <u>(2)</u> | <u>(2)</u> | | | | | 02/14/2019 02/14/2019 | Common Stock 1,482.504 |
| Phantom Stock <u>(2)</u> | <u>(2)</u> | | | | | 02/14/2020 02/14/2020 | Common Stock 1,482.504 |
| Phantom Stock <u>(2)</u> | <u>(2)</u> | | | | | 02/13/2019 02/13/2019 | Common Stock 1,840.333 |
| Phantom Stock <u>(2)</u> | <u>(2)</u> | | | | | 02/13/2020 02/13/2020 | Common Stock 1,840.333 |
| Phantom Stock <u>(2)</u> | <u>(2)</u> | | | | | 02/13/2021 02/13/2021 | Common Stock 1,840.333 |
| Phantom Stock <u>(2)</u> | <u>(2)</u> | | | | | 08/09/2019 08/09/2019 | Common Stock 24,273.897 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DUKES LAURA ALLISON 303 PEACHTREE STREET, NE ATLANTA, GA 30308 | | | Chief Financial Officer | |

Signatures

| | |
|------------------------------------------------------------------------------------------------|------------------------|
| Curt Phillips, Attorney-in-Fact for L. Allison Dukes **Signature of Reporting Person | 01/08/2019 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) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan.

Represents time-vested restricted stock units granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. The Plan is exempt under

(2) 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.

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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