

Callihan Margaret L
 Form 4
 February 15, 2019

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 *
 Callihan Margaret L

(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)
 02/13/2019

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)
 CEVP Chief HR 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/13/2019		M		1,287.943	A	\$ 64.65
Common Stock	02/13/2019		F		358	D	\$ 64.65

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

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SEC 1474
 (9-02)

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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 and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Phantom Stock Units ⁽¹⁾	<u>(1)</u>	02/13/2019		M	1,287.943	02/13/2019	<u>(1)</u>	Common Stock	1,287.943
Phantom Stock Units ⁽¹⁾	<u>(1)</u>					02/13/2020	02/13/2020	Common Stock	1,287.943
Phantom Stock Units ⁽¹⁾	<u>(1)</u>					02/13/2021	02/13/2021	Common Stock	1,287.943
Phantom Stock Units ⁽²⁾	<u>(2)</u>					02/08/2020	<u>(2)</u>	Common Stock	5,192.31
Phantom Stock Units ⁽²⁾	<u>(2)</u>					02/08/2021	<u>(2)</u>	Common Stock	5,192.31
Phantom Stock Units ⁽²⁾	<u>(2)</u>					02/08/2022	<u>(2)</u>	Common Stock	5,192.31

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Callihan Margaret L 303 PEACHTREE STREET, NE ATLANTA, GA 30308			CEVP Chief HR Officer	

Signatures

Curt Phillips, Attorney-in-Fact for Margaret L. Callihan 02/15/2019

 **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 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt under Rule 16b-3.

(1) Units will be settled in shares. The award agreement contains tax withholding features which allow us to withhold units to satisfy tax withholding obligations. Units will be settled in shares.

Represents time-vested restricted stock units under the SunTrust Banks, Inc. 2018 Omnibus Incentive Compensation Plan. The plan is

(2) 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. Units will be settled in shares.

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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