

Chancy Mark A
 Form 4
 February 11, 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 *
 Chancy Mark A

2. Issuer Name and Ticker or Trading Symbol
 SUNTRUST BANKS INC [STI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 303 PEACHTREE STREET, N.E.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/08/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice Chairman, Consumer Exec.

ATLANTA, GA 30308

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	02/08/2019		M		5,258.48	A	\$ 64.37
Common Stock	02/08/2019		F		1,636	D	\$ 64.37
Common Stock	02/08/2019		M		48,693.4	A	\$ 64.37
Common Stock	02/08/2019		F		20,420	D	\$ 64.37
Common Stock							1,313.4589
							I ⁽¹⁾
							401(k)

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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)

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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units ⁽²⁾	<u>(2)</u>	02/08/2019		M	5,258.48	02/09/2019	<u>(2)</u>	Common Stock
Phantom Stock Units ⁽²⁾	<u>(2)</u>	02/08/2019		M	48,693.4	02/09/2019	<u>(2)</u>	Common Stock
Phantom Stock Units ⁽³⁾	<u>(3)</u>					<u>(3)</u>	<u>(3)</u>	Common Stock
Phantom Stock Units ⁽²⁾	<u>(2)</u>					02/09/2020	02/09/2020	Common Stock
Option ⁽⁴⁾	\$ 29.2					04/01/2012	04/01/2021	Common Stock
Option ⁽⁴⁾	\$ 21.67					<u>(4)</u>	02/14/2022	Common Stock
Option ⁽⁴⁾	\$ 27.41					02/26/2014	02/26/2023	Common Stock
Option ⁽⁴⁾	\$ 27.41					02/26/2015	02/26/2023	Common Stock
Option ⁽⁴⁾	\$ 27.41					02/26/2016	02/26/2023	Common Stock
Phantom Stock Units ⁽²⁾	<u>(2)</u>					02/14/2018	<u>(2)</u>	Common Stock
Phantom Stock Units ⁽²⁾	<u>(2)</u>					02/13/2019	<u>(2)</u>	Common Stock

