

Chancy Mark A
Form 4
November 30, 2017

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Chancy Mark A

(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)
11/29/2017

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 ____ Other (specify
below) below)

Vice Chairman, Consumer Exec.

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 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)
Common Stock	11/29/2017		S	4,000	D		
				(A) or (D)	Price		
					\$		
					129,051.593	D	
Common Stock					1,313.6976	I ⁽¹⁾	401(k)

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

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information contained in this form are not
required to respond unless the form
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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 or Number of Shares
Phantom Stock <u>(8)</u>	<u>(8)</u>					<u>(8)</u> <u>(8)</u>	Common Stock 2,453.5133
Phantom Stock	<u>(6)</u>					02/10/2018 <u>(6)</u>	Common Stock 4,394
Phantom Stock <u>(7)</u>	<u>(7)</u>					02/09/2018 02/09/2018	Common Stock 4,885
Phantom Stock <u>(7)</u>	<u>(7)</u>					02/09/2019 02/09/2019	Common Stock 4,886
Phantom Stock <u>(7)</u>	<u>(7)</u>					02/09/2019 02/09/2019	Common Stock 45,235
Phantom Stock <u>(7)</u>	<u>(7)</u>					02/09/2020 02/09/2020	Common Stock 45,235
Option <u>(2)</u>	\$ 64.58					02/12/2011 02/12/2018	Common Stock 115,000
Option <u>(2)</u>	\$ 9.06					02/10/2012 02/10/2019	Common Stock 75,000
Option <u>(3)</u>	\$ 29.2					04/01/2012 04/01/2021	Common Stock 27,716
Option <u>(3)</u>	\$ 21.67					<u>(3)</u> 02/14/2022	Common Stock 55,400
Option <u>(3)</u>	\$ 27.41					02/26/2014 02/26/2023	Common Stock 14,949
Option <u>(3)</u>	\$ 27.41					02/26/2015 02/26/2023	Common Stock 14,949
Option <u>(3)</u>	\$ 27.41					02/26/2016 02/26/2023	Common Stock 14,948
Phantom Stock <u>(4)</u>	<u>(4)</u>					02/21/2017 02/21/2017	Common Stock 20,012.465
	<u>(5)</u>					02/14/2020 02/24/2020	8,155.7308

Phantom Stock <u>(5)</u>				Common Stock
Common Stock <u>(9)</u>	<u>(9)</u>	02/21/2017	02/21/2018	Common Stock 8,002.985

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chancy Mark A 303 PEACHTREE STREET, N.E. ATLANTA, GA 30308			Vice Chairman, Consumer Exec.	

Signatures

Curt Phillips, Attorney-in-Fact for Mark A.
Chancy 11/30/2017

__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) Because the stock fund component of the 401(k) Plan is accounted for in unit accounting, the number of share equivalents varies based on the closing price of SunTrust stock on the applicable measurement date.

(2) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.

(3) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. Award vests annually over the next three years.

(4) Represents restricted stock unit award granted on February 21, 2014 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt under Rule 16b-3. Transaction represents the satisfaction of EPS/TSR/ROTCE performance conditions. The Restricted Stock Unit award agreements contain tax withholding provisions which allow us to satisfy tax withholding obligations by netting shares. Award will vest on February 21, 2017 and will be settled in shares of common stock.

(5) Represents time-vested restricted stock unit award granted on February 14, 2017 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt under Rule 16b-3. Award will vest on February 14, 2020 and will be settled in Shares of common stock. The Restricted Unit award agreements contain tax withholding provisions which allow us to satisfy tax withholding obligations by netting shares.

(6) Represents time-vested restricted stock units granted on February 10, 2015 under the 2009 Stock Plan. The Plan is exempt under Rule 16b-3. The restricted stock unit award agreements contain tax withholding features which allow us to withhold units to satisfy withholding obligations. Units will be settled in shares.

(7) Represents time-vested restricted stock units granted on February 9, 2016 under the SunTrust Banks, Inc. 2009 Stock Plan. the plan is exempt under Rule 16b-03. Units will be settled in shares. The award agreement contains tax withholding features which allow us to withhold units to satisfy withholding obligations.

(8) The phantom stock units were acquired under SunTrust Banks, Inc.'s Deferred Compensation Plan. These securities convert to common stock on a one-for-one basis.

(9) Represents performance stock which was granted on February 21, 2014 and which vested on February 21, 2017. Award is settled in common stock. Because exceptional performance resulted in the award vesting at greater than 130% of target, the amount that vested in excess of 130% is subject to a one year deferral.

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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