

Cheriyan Anil T
 Form 4
 February 20, 2018

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 *
 Cheriyan Anil T

(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)
 02/15/2018

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)
 Corp Ex Vice Pres & CIO

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 Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	02/15/2018		M	27,942.524 A \$ 67.48	140,730.109	D	
Common Stock	02/15/2018		F	11,813 D \$ 67.48	128,917.109	D	
Common Stock					123.0115	I ⁽²⁾	401(k)

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

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number.

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Phantom Stock ⁽¹⁾	<u>(1)</u>					02/09/2019 02/09/2019	Common Stock 3
Option ⁽⁴⁾	\$ 23.68					04/24/2014 04/24/2022	Common Stock 2
Option ⁽⁴⁾	\$ 23.68					⁽³⁾ 04/24/2022	Common Stock 4
Option ⁽⁴⁾	\$ 27.41					02/26/2014 02/26/2023	Common Stock 1
Option ⁽⁴⁾	\$ 27.41					02/26/2015 02/26/2023	Common Stock 1
Option ⁽⁴⁾	\$ 27.41					02/26/2016 02/26/2023	Common Stock 1
Phantom Stock ⁽⁵⁾	<u>(5)</u>					02/14/2018 02/14/2020	Common Stock 6,000
Phantom Stock ⁽⁶⁾	<u>(6)</u>					02/21/2017 02/21/2018	Common Stock 5,000
Phantom Stock ⁽⁷⁾	<u>(7)</u>	02/15/2018		M	27,942.524	02/13/2018 <u>(7)</u>	Common Stock 27,942.524

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cheriyan Anil T 303 PEACHTREE STREET, NE ATLANTA, GA 30308			Corp Ex Vice Pres & CIO	

Signatures

Curt Phillips, Attorney-in-Fact for Anil T.
Cheriyan 02/20/2018

**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 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.
- (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) Award vests pro rata annually over three years.
- (3) Granted under the SunTrust Banks, inc. 2009 Stock Plan. One third of the award vests each year for three years.
- 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 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.
- (5) 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.
- (6) Represents performance-vested restricted stock units granted on February 10, 2015 under the SunTrust Banks, Inc. 2009 Stock Plan. Transaction represents the satisfaction of EPS/TSR/ROTCE performance conditions. Performance resulted in the award vesting at 120% of target. The plan is 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.
- (7)

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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