

ARRIETA JORGE  
Form 4  
February 19, 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 \*  
ARRIETA JORGE

(Last) (First) (Middle)

303 PEACHTREE STREET

(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)  
02/14/2019

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 below) \_\_\_ Other (specify below)  
CEVP & General Auditor

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 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |
| Common Stock                    | 02/14/2019                           |  | M                              |   | 452.418   | A  | \$ 64.03                          |
| Common Stock                    | 02/14/2019                           |  | F                              |   | 126   | D  | \$ 64.03                          |

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 Amount of Underlying Security (Instr. 3 and 4) | Amount of Underlying Security (Instr. 3 and 4) |  |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title  | Amount of Underlying Security (Instr. 3 and 4) |
| Phantom Stock Units <u>(2)</u>             | <u>(2)</u>   | 02/14/2019                           |  | M                              | 452.418   | 02/14/2019   | <u>(2)</u>  | Common Stock                                   | 4  |
| Phantom Stock Units <u>(1)</u>             | <u>(1)</u>   |                                      |  |                                |   | <u>(1)</u>   | <u>(1)</u>  | Common Stock                                   | 92   |
| Phantom Stock Units <u>(2)</u>             | <u>(2)</u>   |                                      |  |                                |   | 02/14/2020 <u>(2)</u>                                    | 09/21/2020 <u>(2)</u>                                       | Common Stock                                   | 4  |
| Phantom Stock Units <u>(2)</u>             | <u>(2)</u>   |                                      |  |                                |   | 12/31/2019 <u>(2)</u>                                    | 12/31/2019 <u>(2)</u>                                       | Common Stock                                   | 5  |
| Phantom Stock Units <u>(3)</u>             | <u>(3)</u>   |                                      |  |                                |   | 02/13/2020   | <u>(3)</u>  | Common Stock                                   | 4  |
| Phantom Stock Units <u>(3)</u>             | <u>(3)</u>   |                                      |  |                                |   | 02/13/2021   | <u>(3)</u>  | Common Stock                                   | 4  |
| Phantom Stock Units <u>(4)</u>             | <u>(4)</u>   |                                      |  |                                |   | 02/08/2020   | <u>(4)</u>  | Common Stock                                   | 6  |
| Phantom Stock Units <u>(4)</u>             | <u>(4)</u>   |                                      |  |                                |   | 02/08/2021   | <u>(4)</u>  | Common Stock                                   | 6  |
| Phantom Stock Units <u>(4)</u>             | <u>(4)</u>   |                                      |  |                                |   | 02/08/2022   | <u>(4)</u>  | Common Stock                                   | 6  |
| Phantom Stock Units <u>(5)</u>             | <u>(5)</u>   |                                      |  |                                |   | 02/09/2019   | <u>(5)</u>  | Common Stock                                   | 8,   |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| ARRIETA JORGE<br>303 PEACHTREE STREET<br>ATLANTA, GA 30308 |               |           | CEVP & General Auditor |       |

## Signatures

Curt Phillips, Attorney-in-Fact for Jorge Arrieta 02/19/2019

\_\_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).

(1) 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.

Represents time-vested restricted stock units under the 2009 Stock Plan. The Plan is exempt under Rule 16b-3. The restricted stock unit award areements contain tax withholding features which allow us to withhold units to satisfy withholding obligations. Units will be settled in shares.

(3) Represents time-vested restricted stock units granted on February 13, 2018 under the SunTrust Banks, Inc. 2009 Stock Plan. 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.

(4) Represents time-vested restricted stock units granted under the SunTrust Banks, Inc. 2018 Omnibus Incentive Compensation Plan. 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.

Represents performance-vested restricted stock units granted on February 9, 2016 under the SunTrust Banks, Inc. 2009 Stock Plan. Transaction represents the saisfaction of EPS/ROTCE/TSR performance conditions. Performance resulted in the award vesting at 140% of target; because 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 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.

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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