

ROGERS WILLIAM H JR

Form 4

February 13, 2018

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROGERS WILLIAM H JR

(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)
02/09/2018

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)

Chairman and CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/09/2018		M	V Amount (A) or (D) Price 13,067.521 A \$ 67.48	507,767.454	D	
Common Stock	02/09/2018		F	5,620 D \$ 67.48	502,147.454	D	
Common Stock	02/09/2018		M	14,216.568 A \$ 67.48	516,364.022	D	
Common Stock	02/09/2018		F	6,114 D \$ 67.48	510,250.022	D	
Common Stock					8,064.513	I	401(k) ⁽¹⁾

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

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SEC 1474
(9-02)

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 <u>(2)</u>	<u>(2)</u>					<u>(2)</u> <u>(2)</u>	Common Stock 1,800
Phantom Stock <u>(3)</u>	<u>(3)</u>					<u>(3)</u> <u>(3)</u>	Common Stock 17,800
Phantom Stock	<u>(5)</u>	02/09/2018		M	13,067.521	02/10/2018 <u>(5)</u>	Common Stock 13,067.521
Phantom Stock <u>(6)</u>	<u>(6)</u>	02/09/2018		M	14,216.568	02/09/2018 02/09/2018	Common Stock 14,216.568
Phantom Stock <u>(6)</u>	<u>(6)</u>					02/09/2019 02/09/2019	Common Stock 1,000
Option <u>(3)</u>	\$ 29.2					04/01/2012 04/01/2021	Common Stock 800
Option <u>(3)</u>	\$ 21.67					<u>(4)</u> 02/14/2022	Common Stock 13,000
Option <u>(3)</u>	\$ 27.41					02/26/2014 02/26/2023	Common Stock 3,000
Option <u>(3)</u>	\$ 27.41					02/26/2015 02/26/2023	Common Stock 3,000
Option <u>(3)</u>	\$ 27.41					02/26/2016 02/26/2023	Common Stock 3,000
Phantom Stock <u>(7)</u>	<u>(7)</u>					02/21/2017 02/21/2018	Common Stock 20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

ROGERS WILLIAM H JR
303 PEACHTREE STREET, N.E.
ATLANTA, GA 30308

Chairman and CEO

Signatures

Curt Phillips, Attorney-in-Fact for William H.
Rogers, Jr.

02/13/2018

__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).
- (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) The phantom stock units were acquired under the SunTrust Banks, Inc. Deferred Compensation Plan and convert to common stock on a one-to-one basis.
- (3) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan.

Represents time-vested phantom stock granted on February 21, 2014 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt under Rule 16b-3. The restricted stock unit agreements contain tax withholding provisions which allow us to withhold units to satisfy tax withholding obligations. Units will be settled in shares.
- (4) 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.
- (5) 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-3. Units will be settled in shares. The award agreement contains tax withholding features which allow us to withhold units to satisfy withholding obligations.
- (6) 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.
- (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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