

Cummins Hugh S. III
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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cummins Hugh S. III

(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)
02/09/2018

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)
CEVP & Wholesale Banking 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 (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 3,392.786 A \$ 67.48	29,028.696	D	
Common Stock	02/09/2018		F	1,052 D \$ 67.48	27,976.696	D	
Common Stock	02/09/2018		M	3,691.745 A \$ 67.48	31,668.441	D	
Common Stock	02/09/2018		F	1,145 D \$ 67.48	30,523.441	D	
Common Stock					2,851.5741	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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(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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Phantom Stock <u>(3)</u>	<u>(3)</u>					<u>(3)</u> <u>(3)</u>	Common Stock 1,099
Phantom Stock <u>(2)</u>	<u>(2)</u>					02/14/2020 02/14/2020	Common Stock 1,97
Phantom Stock <u>(2)</u>	<u>(2)</u>					02/14/2019 02/14/2019	Common Stock 1,97
Phantom Stock <u>(2)</u>	<u>(2)</u>					02/14/2018 02/14/2018	Common Stock 1,97
Phantom Stock <u>(2)</u>	<u>(2)</u>					02/09/2020 02/09/2020	Common Stock 46,48
Phantom Stock <u>(2)</u>	<u>(2)</u>					02/09/2019 02/09/2019	Common Stock 46,48
Phantom Stock <u>(2)</u>	<u>(2)</u>					02/09/2019 02/09/2019	Common Stock 3,62
Phantom Stock <u>(2)</u>	<u>(2)</u>	02/09/2018		M	3,691.745	02/09/2018 <u>(2)</u>	Common Stock 3,69
Phantom Stock <u>(2)</u>	<u>(2)</u>	02/09/2018		M	3,392.786	02/09/2018 <u>(2)</u>	Common Stock 3,39

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Cummins Hugh S. III 303 PEACHTREE STREET, NE ATLANTA, GA 30308	CEVP & Wholesale Banking Exec

Signatures

Curt Phillips Attorney-in-Fact for Hugh S.
Cummins III

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

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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