

ARRIETA JORGE

Form 4

April 24, 2019

**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  
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(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)  
04/23/2019

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 &amp; 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock                       | 04/23/2019                              |                                                             | S                                    |                                                                         | 6,106                                                                                                              | D                                                                    | \$<br>63.461                                                      |
| Common<br>Stock                       | 04/23/2019                              |                                                             | S                                    |                                                                         | 500                                                                                                                | D                                                                    | \$ 63.47                                                          |

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and Expiration<br>Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date Exercisable Expiration Date                               | Title Amount or<br>Number of<br>Shares                              |
| Phantom<br>Stock<br>Units <u>(1)</u>                | <u>(1)</u>                                                            |                                         |                                                             |                                         |                                                                                                                       | <u>(1)</u> <u>(1)</u>                                          | Common<br>Stock 931.358                                             |
| Phantom<br>Stock<br>Units <u>(2)</u>                | <u>(2)</u>                                                            |                                         |                                                             |                                         |                                                                                                                       | 02/14/2020 <u>(2)</u> 09/21/2020 <u>(2)</u>                    | Common<br>Stock 431.93                                              |
| Phantom<br>Stock<br>Units <u>(2)</u>                | <u>(2)</u>                                                            |                                         |                                                             |                                         |                                                                                                                       | 12/31/2019 <u>(2)</u> 12/31/2019 <u>(2)</u>                    | Common<br>Stock 5,532.2                                             |
| Phantom<br>Stock<br>Units <u>(3)</u>                | <u>(3)</u>                                                            |                                         |                                                             |                                         |                                                                                                                       | 02/13/2020 <u>(3)</u>                                          | Common<br>Stock 412.249                                             |
| Phantom<br>Stock<br>Units <u>(3)</u>                | <u>(3)</u>                                                            |                                         |                                                             |                                         |                                                                                                                       | 02/13/2021 <u>(3)</u>                                          | Common<br>Stock 412.249                                             |
| Phantom<br>Stock<br>Units <u>(4)</u>                | <u>(4)</u>                                                            |                                         |                                                             |                                         |                                                                                                                       | 02/08/2020 <u>(4)</u>                                          | Common<br>Stock 641.378                                             |
| Phantom<br>Stock<br>Units <u>(4)</u>                | <u>(4)</u>                                                            |                                         |                                                             |                                         |                                                                                                                       | 02/08/2021 <u>(4)</u>                                          | Common<br>Stock 641.378                                             |
| Phantom<br>Stock<br>Units <u>(4)</u>                | <u>(4)</u>                                                            |                                         |                                                             |                                         |                                                                                                                       | 02/08/2022 <u>(4)</u>                                          | Common<br>Stock 641.378                                             |
| Phantom<br>Stock<br>Units <u>(5)</u>                | <u>(5)</u>                                                            |                                         |                                                             |                                         |                                                                                                                       | 02/09/2019 <u>(5)</u>                                          | Common<br>Stock 582.89<br><u>(5)</u>                                |

## 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 04/24/2019

\_\_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

- (2) award agreements contain tax withholding features which allow us to withhold units to satisfy withholding obligations. Units will be settled in shares.

Represents time-vested restricted stock units granted on February 13, 2018 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is

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

- (4) 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 satisfaction of EPS/ROTCE/TSR performance conditions. Performance resulted in the award vesting at 140%

- (5) 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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