

Richards Robert Ryan
Form 4
February 13, 2018

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 *
Richards Robert Ryan

(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
 Officer (give title below) ___ Other (specify below)
Chief Acct Officer & Corp Cont

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 Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	02/09/2018		M	V	543.186	A	\$ 67.48	2,625.74	D	
Common Stock	02/09/2018		F		194	D	\$ 67.48	2,431.74	D	
Common Stock	02/09/2018		M		630.986	A	\$ 67.48	3,062.726	D	
Common Stock	02/09/2018		F		225	D	\$ 67.48	2,837.726	D	

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 of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock Units ⁽¹⁾	<u>(1)</u>	02/09/2018		M	543.186	02/10/2015	02/10/2018	Common Stock	543.18
Phantom Stock Units ⁽¹⁾	<u>(1)</u>	02/09/2018		M	630.986	02/09/2016	02/10/2018	Common Stock	630.98
Phantom Stock Units ⁽¹⁾	<u>(1)</u>					02/14/2017	02/10/2018	Common Stock	379.69
Phantom Stock Units ⁽¹⁾	<u>(1)</u>					02/09/2016	02/10/2019	Common Stock	618.68
Phantom Stock Units ⁽¹⁾	<u>(1)</u>					02/14/2017	02/10/2019	Common Stock	379.69
Phantom Stock Units ⁽¹⁾	<u>(1)</u>					02/14/2017	02/10/2020	Common Stock	379.69

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Richards Robert Ryan 303 PEACHTREE STREET, NE ATLANTA, GA 30308			Chief Acct Officer & Corp Cont	

Signatures

Curt Phillips, Attorney-in-Fact for Robert Ryan
Richards

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).

Represents time-vested restricted stock units granted under the 2009 Stock Plan. The Plan is exempt under Rule 16b-3. The restricted
(1) stock unit award agreements contain tax withholdings 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.