

Case Scott
Form 4
February 11, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
Case Scott

(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)
02/08/2019

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)
Corp EVP & Chief Info Officer

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 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) | Code V Amount (D) Price | | |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | (A) or (D) | Disposed of (Instr. 3, 4, and 5) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
|------------------------------------|------------------------------|------------------|-----------------|------------|----------------------------------|------------------|-----------------|--------------|----------------------|
| | | | | | | | | | |
| Phantom Stock Units ⁽¹⁾ | <u>(1)</u> | | | | | 02/13/2019 | <u>(1)</u> | Common Stock | 1,325.0 |
| Phantom Stock Units ⁽¹⁾ | <u>(1)</u> | | | | | 02/13/2020 | <u>(1)</u> | Common Stock | 1,325.0 |
| Phantom Stock Units ⁽¹⁾ | <u>(1)</u> | | | | | 02/13/2021 | <u>(1)</u> | Common Stock | 1,325.0 |
| Phantom Stock Units ⁽¹⁾ | <u>(2)</u> | 02/08/2019 | A | 2,199.0104 | | 02/08/2020 | <u>(2)</u> | Common Stock | 2,199.0 |
| Phantom Stock Units ⁽¹⁾ | <u>(2)</u> | 02/08/2019 | A | 2,199.0104 | | 02/08/2021 | <u>(2)</u> | Common Stock | 2,199.0 |
| Phantom Stock Units ⁽¹⁾ | <u>(2)</u> | 02/08/2019 | A | 2,199.0104 | | 02/08/2022 | <u>(2)</u> | Common Stock | 2,199.0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Case Scott 303 PEACHTREE STREET, NE ATLANTA, GA 30308 | | | Corp EVP & Chief Info Officer | |

Signatures

Curt Phillips, Attorney-in-Fact for Scott Case 02/11/2019

__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) Represents time-vested 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.
- (2) Represents time-vested 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

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withhold units to satisfy tax withholding obligations.

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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