

Chancy Mark A
Form 4
April 24, 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 *
Chancy Mark A

(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)
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
 Officer (give title below) ___ Other (specify below)
Vice Chairman, Consumer Exec.

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/23/2019		M		22,284	A	\$ 21.67
Common Stock	04/23/2019		M		27,716	A	\$ 29.2
Common Stock	04/23/2019		S		41,882	D	\$ 63.1 (1)
Common Stock							1,318.2756
						I (2)	401(k)

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

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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 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 of Number of Shares
Phantom Stock Units ⁽⁴⁾	⁽⁴⁾					⁽⁴⁾ ⁽⁴⁾	Common Stock 2,559.38
Phantom Stock Units ⁽³⁾	⁽³⁾					02/09/2020 02/09/2020	Common Stock 45,230
Option ⁽⁵⁾	\$ 29.2	04/23/2019		M	27,716	04/01/2012 04/01/2021	Common Stock 27,716
Option ⁽⁵⁾	\$ 21.67	04/23/2019		M	22,284	⁽⁵⁾ 02/14/2022	Common Stock 55,400
Option ⁽⁵⁾	\$ 27.41					02/26/2014 02/26/2023	Common Stock 14,940
Option ⁽⁵⁾	\$ 27.41					02/26/2015 02/26/2023	Common Stock 14,940
Option ⁽⁵⁾	\$ 27.41					02/26/2016 02/26/2023	Common Stock 14,940
Phantom Stock Units ⁽³⁾	⁽³⁾					02/14/2018 ⁽³⁾	Common Stock 8,155.73
Phantom Stock Units ⁽³⁾	⁽³⁾					02/13/2020 ⁽³⁾	Common Stock 4,416.90
Phantom Stock Units ⁽³⁾	⁽³⁾					02/13/2021 ⁽³⁾	Common Stock 4,416.90
Phantom Stock Units ⁽⁶⁾	⁽⁶⁾					02/08/2020 ⁽⁶⁾	Common Stock 5,497.52

