

ROGERS WILLIAM H JR
Form 4
February 13, 2018

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 *
ROGERS WILLIAM H JR

2. Issuer Name and Ticker or Trading Symbol
SUNTRUST BANKS INC [STI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
303 PEACHTREE STREET, N.E.

3. Date of Earliest Transaction (Month/Day/Year)
02/09/2018

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chairman and CEO

(Street)
ATLANTA, GA 30308

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/09/2018		M		13,067.521	A	\$ 67.48
Common Stock	02/09/2018		F		5,620	D	\$ 67.48
Common Stock	02/09/2018		M		14,216.568	A	\$ 67.48
Common Stock	02/09/2018		F		6,114	D	\$ 67.48
Common Stock							8,064.513
							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 of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Phantom Stock <u>(2)</u>	<u>(2)</u>					<u>(2)</u>	<u>(2)</u>	Common Stock	1,800
Phantom Stock <u>(3)</u>	<u>(3)</u>					<u>(3)</u>	<u>(3)</u>	Common Stock	17,800
Phantom Stock	<u>(5)</u>	02/09/2018		M	13,067.521	02/10/2018	<u>(5)</u>	Common Stock	13,067.521
Phantom Stock <u>(6)</u>	<u>(6)</u>	02/09/2018		M	14,216.568	02/09/2018	02/09/2018	Common Stock	14,216.568
Phantom Stock <u>(6)</u>	<u>(6)</u>					02/09/2019	02/09/2019	Common Stock	1,800
Option <u>(3)</u>	\$ 29.2					04/01/2012	04/01/2021	Common Stock	8,000
Option <u>(3)</u>	\$ 21.67					<u>(4)</u>	02/14/2022	Common Stock	13,000
Option <u>(3)</u>	\$ 27.41					02/26/2014	02/26/2023	Common Stock	3,000
Option <u>(3)</u>	\$ 27.41					02/26/2015	02/26/2023	Common Stock	3,000
Option <u>(3)</u>	\$ 27.41					02/26/2016	02/26/2023	Common Stock	3,000
Phantom Stock <u>(7)</u>	<u>(7)</u>					02/21/2017	02/21/2018	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ROGERS WILLIAM H JR
303 PEACHTREE STREET, N.E.
ATLANTA, GA 30308

Chairman and CEO

Signatures

Curt Phillips, Attorney-in-Fact for William H.
Rogers, Jr.

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.
 - (2) The phantom stock units were acquired under the SunTrust Banks, Inc. Deferred Compensation Plan and convert to common stock on a one-to-one basis.
 - (3) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan.
Represents time-vested phantom stock granted on February 21, 2014 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt under Rule 16b-3. The restricted stock unit agreements contain tax withholding provisions which allow us to withhold units to satisfy tax withholding obligations. Units will be settled in shares.
 - (4) Represents time-vested restricted stock units granted on February 10, 2015 under the 2009 Stock Plan. 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.
 - (5) Represents time-vested restricted stock units granted on February 9, 2016 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 withholding obligations.
 - (6) Represents performance stock which was granted on February 21, 2014 and which vested on February 21, 2017. Award is settled in common stock. Because exceptional 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.
 - (7)

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