Edgar Filing: ARRIETA JORGE - Form 4

ADDIETA JODCE

| ARRIETA J | ORGE | | | | | | | | | | |
|---|--|-------------------------------------|--------------------------------------|------------------|------------------------------|------------------------|--------------------|--|-------------------|--------------------------|--|
| Form 4 | | | | | | | | | | | |
| February 15 | , 2018 | | | | | | | | | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION | | | | | | | | OMB APPROVAL | | | |
| | SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | OMB Number: | 3235-0287 | | | |
| Check th if no lon | aer. | | | | | | | | | January 31, 2005 | |
| subject t | MENT O | F CHANGES IN BENEFICIAL OWNERSHIP O | | | | | | Estimated average | | | |
| Section 16. | | | | SECUI | RITIES | | | | burden hou | | |
| Form 4 o Form 5 | Form 4 or | | | | | | response | 0.5 | | | |
| obligatio | | | | | | | - | Act of 1934, | | | |
| may con | | | | • | U | | | 1935 or Section | l | | |
| See Instr | ruction | 30(n) | of the Ir | ivestmen | t Company | Act | 01 1940 |) | | | |
| 1(b). | | | | | | | | | | | |
| (Print or Type | Responses) | | | | | | | | | | |
| | • | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> ARRIETA JORGE | | | 2. Issuer Name and Ticker or Trading | | | | g | 5. Relationship of Reporting Person(s) to | | | |
| | | | Symbol | | | | | Issuer | | | |
| | SUNTRUST BANKS INC [STI] | | | | | (Check all applicable) | | | | | |
| (Last) | (First) | (Middle) | 3. Date o | f Earliest T | ransaction | | | (Check | an applicable | <i>;</i>) | |
| | | | (Month/Day/Year) | | | | | Director 10% Owner | | | |
| 303 PEACHTREE STREET | | | 02/13/2018 | | | | | XOfficer (give titleOther (specify below) below) | | | |
| | | | | | | | | · · · · · · · · · · · · · · · · · · · | General Audi | tor | |
| | (Street) | | 4. If Ame | endment, D | ate Original | | | 6. Individual or Joi | nt/Group Filir | 1g(Check | |
| | Filed(Month/Day/Year) | | | | | Applicable Line) | | | | | |
| | | | | | | | | _X_ Form filed by O | | | |
| ATLANTA | , GA 30308 | | | | | | | Form filed by Me Person | ore than One Re | porting | |
| (City) | (State) | (Zip) | Tab | lo I Non | Dominiation 6 | | iog A ogy | inad Dianagad of | on Donoficial | ly Owned | |
| | | | | | | | _ | ired, Disposed of, | | - | |
| 1.Title of Security | 2. Transaction Dat (Month/Day/Year) | | | 3. Transactiv | 4. Securitie oror Dispose | | | 5. Amount of Securities | 6. Ownership | 7. Nature of Indirect | |
| (Instr. 3) | (Wolldin Day Tear) | any | li Date, li | Code | (Instr. 3, 4 | | | Beneficially | Form: | Beneficial | |
| · · · | | (Month/I | Day/Year) | (Instr. 8) | ` | Í | | Owned | Direct (D) | Ownership | |
| | | | | | | | | Following Reported | or Indirect | (Instr. 4) | |
| | | | | | | (A) | | Transaction(s) | (I) (Instr. 4) | | |
| | | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | | |
| Common | | | | | | | \$ | | | | |
| Stock | 02/14/2018 | | | Μ | 440.813 | А | [‡] 70.07 | 1,557.877 | D | | |
| | | | | | | | | | | | |
| Common Stock | 02/14/2018 | | | F | 124 | D | \$ 70.07 | 1,433.877 | D | | |
| Stock | | | | | | | /0.0/ | | | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Transactio Code (Instr. 8) | 5. Number of onSecurities According or Disposed o (Instr. 3, 4, an | quired (A) f (D) | 6. Date Exercisab Date (Month/Day/Year | - | 7. Title Underly (Instr. 3 |
|---|---|---|---|--|--|---------------------|--|-----------------------|----------------------------------|
| | ý | | | | | | Date Exercisable | Expiration Date | Title |
| Phantom Stock (1) | <u>(2)</u> | | | Code V | (A) | (D) | (1) | <u>(1)</u> | Comn Stoc |
| Phantom Stock (2) | <u>(2)</u> | | | | | | 02/14/2020(2) | 09/21/2020(2) | Comn Stoc |
| Phantom Stock (2) | <u>(2)</u> | | | | | | 02/14/2019(2) | 02/14/2019(2) | Comn Stoc |
| Phantom Stock (2) | <u>(2)</u> | 02/14/2018 | | М | | 440.813 | 02/14/2018(2) | 02/14/2018(2) | Comn Stoc |
| Phantom Stock (2) | <u>(2)</u> | | | | | | 12/31/2019 <u>(2)</u> | 12/31/2019 <u>(2)</u> | Comn Stoc |
| Phantom Stock (2) | <u>(2)</u> | | | | | | 02/09/2019(2) | 02/09/2019(2) | Comn Stoc |
| Phantom Stock (3) | <u>(3)</u> | 02/13/2018 | | А | 6,250.081 | | 02/13/2018 | (3) | Comn Stoc |
| Phantom Stock (4) | <u>(4)</u> | 02/13/2018 | | А | 412.2497 | | 02/13/2019 | (4) | Comn Stoc |
| Phantom Stock (4) | <u>(4)</u> | 02/13/2018 | | А | 412.2497 | | 02/13/2020 | (4) | Comn Stoc |
| Phantom Stock (4) | <u>(4)</u> | 02/13/2018 | | А | 412.2497 | | 02/13/2021 | (4) | Comn Stoc |

Reporting Owners

| Reporting Owner Name / Address | | | Relationships | | | |
|--|-----------|-----------|------------------------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| ARRIETA JORGE 303 PEACHTREE STREET ATLANTA, GA 30308 | | | CEVP & General Auditor | | | |
| Signatures | | | | | | |
| Curt Phillips, Attorney-in-Fact Arrietta | for Jorge | | 02/15/2018 | | | |
| <u>**</u> Signature of Reporting Pers | on | | 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 uder SunTrust Banks, Inc.'s Deferred Compensation Plan. These securities convert to common stock on a one-for-one basis.
- Represents time-vested restricted stock uits under the 2009 Stock Plan. The Plan is exempt under Rule 16b-3. The restricted stock unit(2) award areements contain tax withholding features which allow us to withhold units to satisfy withholding obligations. Units will be settled in shares.

Represents performance-vested restricted stock units granted on February 10, 2015 under the SunTrust Banks, Inc. 2009 Stock Plan. Transaction represents the satisfaction of EPS/TSR/ROTCE performance conditions. Performance resulted in the award vesting at 120%

Represents time-vested restricted stock units granted on February 13, 2018 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is(4) 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.

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.