ROGERS WILLIAM H JR

Form 4/A

February 15, 2019

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

Washington, D.C. 20549

3235-0287 Number: January 31,

2005

OMB APPROVAL

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

Expires:

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

ROGERS WILLIAM H JR Symbol

SUNTRUST BANKS INC [STI]

(Check all applicable)

(First) (Last)

(Middle)

3. Date of Earliest Transaction

Director 10% Owner

303 PEACHTREE STREET, N.E.

(Month/Day/Year) 02/08/2019

X_ Officer (give title Other (specify below)

Chairman and CEO

6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

02/11/2019

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

ATLANTA, GA 30308

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

(Month/Day/Year)

(Instr. 3, 4 and 5) (Instr. 8)

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	8) Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Phantom Stock Units (1)	<u>(1)</u>	02/08/2019		A	33,595.9929 (2)		02/08/2020	<u>(1)</u>	Common Stock	33,59
Phantom Stock Units (1)	<u>(1)</u>	02/08/2019		A	33,595.9929 (2)		02/08/2021	<u>(1)</u>	Common Stock	33,59
Phantom Stock Units (1)	<u>(1)</u>	02/08/2019		A	33,595.9929 (2)		02/08/2022	<u>(1)</u>	Common Stock	33,59

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ROGERS WILLIAM H JR 303 PEACHTREE STREET, N.E.

Chairman and CEO

Signatures

ATLANTA, GA 30308

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

02/15/2019

**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).
- Represents time-vested restricted stock units granted under the SunTrust Banks, Inc. 2018 Omnibus Incentive Compensation Plan. The (1) 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.
- (2) This amendment is being filed to reflect that 100% of the executive's stock award (rather than the 30% previously stated) will be a time-based grant, vesting over three years.

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.

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