Tanner Bruce L Form 4 April 25, 2019

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person **
Tanner Bruce L

2. Issuer Name **and** Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

SUNTRUST BANKS INC [STI]

(Check all applicable)

(Last) (First) (Middle)

(Street)

(Month/Day/Year)

3. Date of Earliest Transaction

(Month/Day/Year 04/23/2019

X Director _____ 10% Owner _____ Officer (give title _____ Other (specify below) below)

303 PEACHTREE STREET, NE 04/23/201

4. If Amendment, Date Original 6. Individ

Filed(Month/Day/Year)

Code

(Instr. 8)

6. Individual or Joint/Group Filing(Check

(Instr. 4)

Applicable Line)

X 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

ATLANTA, GA 30308

Security

(Instr. 3)

(City) (State) (Zip)

1.Title of 2. Transaction Date 2A. Deemed

2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

5. Amount of 6. Owners Securities Form: Dir Beneficially (D) or Ind Owned (I)

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

(Instr. 4)

(A)

Following Reported Transaction(s)

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

Disposed of (D)

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

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.

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securi
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(Instr.

Edgar Filing: Tanner Bruce L - Form 4

	Derivative Security				(A) or Disposed (D) (Instr. 3, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (1)	<u>(1)</u>	04/23/2019	A		2,204		<u>(1)</u>	<u>(1)</u>	Common Stock	2,204	\$ 63
Phantom Stock (2)	<u>(2)</u>	04/23/2019	A		355		(2)	(2)	Common Stock	355	\$ 63

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Tanner Bruce L 303 PEACHTREE STREET, NE ATLANTA, GA 30308	X						

Signatures

Curt Phillips , Attorney-in-Fact for Bruce L.

Tanner

04/25/2019

**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).
 - Phantom stock units granted under the SunTrust Banks, Inc. 2009 Stock Plan and the SunTrust Banks, Inc. 2018 Omnibus Incentive
- (1) Compensation Plan. Payments commence following the reporting person's departure from the Board of Directors of SunTrust Banks, Inc.
 These securities convert to common stock on a one-for-one basis.
- The phantom stock units were accrued under the SunTrust Banks, Inc. Directors' Deferred Compensation Plan and are to be settled upon the reporting person's retirement. Directors' fees are deferred into this plan and are accounted for as if invested in SunTrust common
- (2) the reporting person's retirement. Directors' fees are deferred into this plan and are accounted for as if invested in SunTrust common stock. These phantom stock units convert to common stock on a one-for-one basis.
- (3) Includes shares acquired as a result of dividend reinvestment since last reported transaction.

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.

Reporting Owners 2