### Form

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#### : 1; border-bottom-width: 1">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)CodeVAmount(A) or (D)Price Common Stock02/13/2019 M 1,364.067 A \$ 64.65 3,350.922 D Common

Stock02/13/2019 F 468 D \$ 64.65 2,882.922 D

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.

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 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. Transactic Code (Instr. 8)	orDeri Secu Acq Disp	umber of evative surities suired (A) or cosed of (D) tr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Number Shares
Phantom Stock Units (1)	(1)	02/13/2019		M		1,364.067	02/13/2019	<u>(1)</u>	Common Stock	1,36
Phantom Stock Units (1)	(1)						11/14/2019	11/14/2019	Common Stock	4,1
Phantom Stock Units (1)	(1)						11/14/2019	11/14/2020	Common Stock	4,2
Phantom Stock Units (1)	(1)						11/14/2019	11/14/2021	Common Stock	4,2
Phantom Stock Units (1)	(1)						02/13/2020	<u>(1)</u>	Common Stock	1,36
Phantom Stock Units (1)	<u>(1)</u>						02/13/2021	<u>(1)</u>	Common Stock	1,36
	<u>(1)</u>						02/14/2019	<u>(1)</u>		1,58

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Phantom Stock Units (1)				Common Stock
Phantom Stock Units (1)	<u>(1)</u>	02/14/2020	<u>(1)</u>	Common Stock 1,58
Phantom Stock Units (1)	<u>(1)</u>	11/08/2019	<u>(1)</u>	Common Stock 7,34
Phantom Stock Units (2)	<u>(2)</u>	02/08/2020	(2)	Common 7,330 Stock
Phantom Stock Units (2)	(2)	02/08/2021	(2)	Common 7,330 Stock
Phantom Stock Units (2)	(2)	02/08/2022	(2)	Common 7,330 Stock

# **Reporting Owners**

Director 10% Owner Officer Other

Deletionships

Koebler Ellen

303 PEACHTREE STREET, NE Chief Risk Officer

ATLANTA, GA 30308

## **Signatures**

Curt Phillips, Attorney-in-Fact for Ellen C.
Koebler
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 pursuant to the SunTrust Banks, Inc. 2009 Stock Plan or 2018 Omnibus

  (1) Incentive Compensation Plan. These Plans are exempt under Rule 16b-3. Units will be settled in shares of common stock. The award agreements contain tax withholding features that allow us to withhold units to satisfy tax withholding obligations.
- Represents time-vested stock units granted under the SunTrust Banks, Inc. 2018 Omnibus Incentive Compensation 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 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.

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