

Cummins Hugh S. III
 Form 4
 February 20, 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 *
 Cummins Hugh S. III

(Last) (First) (Middle)
 303 PEACHTREE STREET, NE
 (Street)

ATLANTA, GA 30308

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/15/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 CEVP & Wholesale Banking Exec

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

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	02/15/2018		M		28,507.098	A	\$ 67.48
Common Stock	02/15/2018		F		12,251	D	\$ 67.48
Common Stock							2,851.5741
						I	401(k) ⁽¹⁾

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

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number.

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)	Amount of Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date		
Phantom Stock <u>(3)</u>	<u>(3)</u>						<u>(3)</u>	<u>(3)</u>	Common Stock	1,000
Phantom Stock <u>(2)</u>	<u>(2)</u>						02/14/2020	02/14/2020	Common Stock	1,900
Phantom Stock <u>(2)</u>	<u>(2)</u>						02/14/2019	02/14/2019	Common Stock	1,900
Phantom Stock <u>(2)</u>	<u>(2)</u>						02/09/2020	02/09/2020	Common Stock	46,400
Phantom Stock <u>(2)</u>	<u>(2)</u>						02/09/2019	02/09/2019	Common Stock	46,400
Phantom Stock <u>(2)</u>	<u>(2)</u>						02/09/2019	02/09/2019	Common Stock	3,600
Phantom Stock <u>(4)</u>	<u>(4)</u>	02/15/2018		M	28,507.098		02/13/2018	<u>(4)</u>	Common Stock	28,507.098
Phantom Stock <u>(5)</u>	<u>(5)</u>						02/13/2019	<u>(5)</u>	Common Stock	4,000
Phantom Stock <u>(5)</u>	<u>(5)</u>						02/13/2020	<u>(5)</u>	Common Stock	4,000
Phantom Stock <u>(5)</u>	<u>(5)</u>						02/13/2021	<u>(5)</u>	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cummins Hugh S. III 303 PEACHTREE STREET, NE ATLANTA, GA 30308			CEVP & Wholesale Banking Exec	

Signatures

Curt Phillips Attorney-in-Fact for Hugh S.
Cummins III

02/20/2018

__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.

Represents time-vested restricted stock units under the 2009 Stock Plan. The Plan is exempt under Rule 16b-3. The restricted stock unit
 - (2) award agreements contain tax withholding features which allow us to withhold units to satisfy withholding obligations. Units will be settled in shares.
 - (3) The pantom stock units were acquired under SunTrust Banks, Inc.'s Deferred Compensation Plan. These securities convert to common stock on a one-for-one basis.

Represents performance-vested restricted stock units granted on February 10, 2015 under the SunTrust Banks, Inc. 2009 Stock Plan.
 - (4) Transaction represents the satisfaction of EPS/TSR/ROTCE performance conditions. Performance resulted in the award vesting at 120% of target. 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.
 - (5) Represents time-vested restricted stock units granted on February 13, 2018 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 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.