

Callihan Margaret L  
Form 4  
February 19, 2019

# FORM 4

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

### 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

#### OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Callihan Margaret L

(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)  
02/14/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify  
below)

CEVP Chief HR Officer

6. Individual or Joint/Group Filing(Check  
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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/14/2019                              |                                                             | M                                    | V Amount (A) or (D) Price<br>1,369.873 A \$<br>64.03                    | 21,670.034                                                                                                         | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/14/2019                              |                                                             | F                                    | 381 D \$<br>64.03                                                       | 21,289.034                                                                                                         | 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)

## Edgar Filing: Callihan Margaret L - Form 4

**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 Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount Number of Shares                                 |
| Phantom Stock Units <u>(1)</u>             | <u>(1)</u>                                             | 02/14/2019                           |                                                    | M                              | 1,369.873                                                                               | 02/14/2019 <u>(1)</u>                                    | Common Stock 1,36                                             |
| Phantom Stock Units <u>(1)</u>             | <u>(1)</u>                                             |                                      |                                                    |                                |                                                                                         | 02/13/2020 02/13/2020                                    | Common Stock 1,25                                             |
| Phantom Stock Units <u>(1)</u>             | <u>(1)</u>                                             |                                      |                                                    |                                |                                                                                         | 02/13/2021 02/13/2021                                    | Common Stock 1,25                                             |
| Phantom Stock Units <u>(2)</u>             | <u>(2)</u>                                             |                                      |                                                    |                                |                                                                                         | 02/08/2020 <u>(2)</u>                                    | Common Stock 5,19                                             |
| Phantom Stock Units <u>(2)</u>             | <u>(2)</u>                                             |                                      |                                                    |                                |                                                                                         | 02/08/2021 <u>(2)</u>                                    | Common Stock 5,19                                             |
| Phantom Stock Units <u>(2)</u>             | <u>(2)</u>                                             |                                      |                                                    |                                |                                                                                         | 02/08/2022 <u>(2)</u>                                    | Common Stock 5,19                                             |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships                    |
|----------------------------------------------------------------------|----------------------------------|
|                                                                      | Director 10% Owner Officer Other |
| Callihan Margaret L<br>303 PEACHTREE STREET, NE<br>ATLANTA, GA 30308 | CEVP Chief HR Officer            |

## Signatures

Curt Phillips, Attorney-in-Fact for Margaret L. Callihan  
02/19/2019

                    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 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt under Rule 16b-3.  
(1) Units will be settled in shares. The award agreement contains tax withholding features which allow us to withhold units to satisfy tax withholding obligations. Units will be settled in shares.  
  
Represents time-vested restricted stock units under the SunTrust Banks, Inc. 2018 Omnibus Incentive Compensation Plan. The plan is  
(2) 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. Units will be settled in shares.

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.