Chancy Mark A
Form 4
April 24, 2019

FORM 4

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

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

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Chancy Mark A

(Last) (First) (Middle)

303 PEACHTREE STREET, N.E.

(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)
04/23/2019

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)
Vice Chairman, Consumer Exec.

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 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	04/23/2019		M		22,284	A	$ 21.67	228,129.926	D	
Common Stock	04/23/2019		M		27,716	A	$ 29.2	255,845.926	D	
Common Stock	04/23/2019		S		41,882	D	$ 63.1 (1)	213,963.926	D	
Common Stock								1,318.2756	I (2)	401(k)

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

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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 or Number of Shares
Phantom Stock Units (4)	(4)							(4)	(4)	Common Stock	2,559.38
Phantom Stock Units (3)	(3)							02/09/2020	02/09/2020	Common Stock	45,23
Option (5)	$ 29.2	04/23/2019		M			27,716	04/01/2012	04/01/2021	Common Stock	27,71
Option (5)	$ 21.67	04/23/2019		M			22,284	(5)	02/14/2022	Common Stock	55,40
Option (5)	$ 27.41							02/26/2014	02/26/2023	Common Stock	14,94
Option (5)	$ 27.41							02/26/2015	02/26/2023	Common Stock	14,94
Option (5)	$ 27.41							02/26/2016	02/26/2023	Common Stock	14,94
Phantom Stock Units (3)	(3)							02/14/2018	(3)	Common Stock	8,155.73
Phantom Stock Units (3)	(3)							02/13/2020	(3)	Common Stock	4,416.96
Phantom Stock Units (3)	(3)							02/13/2021	(3)	Common Stock	4,416.96
Phantom Stock Units (6)	(6)							02/08/2020	(6)	Common Stock	5,497.52

Phantom Stock Units (6)	(6)	02/08/2021	(6)	Common Stock	5,497.52
Phantom Stock Units (6)	(6)	02/08/2022	(6)	Common Stock	5,497.52
Phantom Stock Units (7)	(7)	02/09/2019	(7)	Common Stock	3,681.2 (7)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chancy Mark A 303 PEACHTREE STREET, N.E. ATLANTA, GA 30308			Vice Chairman, Consumer Exec.	

Signatures

Curt Phillips, Attorney-in-Fact for Mark A. Chancy	04/24/2019
**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).

(1) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $63.05 to $63.38, inclusive. The reporting person has provided to SunTrust Banks, Inc. full information regarding the number of shares sold at each separate price within the range set forth in this footnote 1.

(2) 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.

(3) Represents time-vested restricted stock units granted under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt under Rule 16b-03. Units will be settled in shares. The award agreement contains tax withholding features which allow us to withhold units to satisfy withholding obligations.

(4) The phantom stock units were acquired under SunTrust Banks, Inc.'s Deferred Compensation Plan. These units convert to common stock on a one-for-one basis.

(5) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. Award vests annually over the next three years.

(6) Represents time-vested restricted stock units granted under the SunTrust Banks, Inc. 2018 Omnibus Incentive Compensation Plan. The plan is exempt under Rule 16b-03. Units will be settled in shares. The award agreement contains tax withholding features which allow us to withhold units to satisfy withholding obligations.

(7) Represents performance-vested restricted stock units granted on February 9, 2016 under the SunTrust Banks, Inc. 2009 Stock Plan. Transaction represents the saisfaction of EPS/ROTCE/TSR performance conditions. Performance resulted in the award vesting at 140% of target; because performance resulted in the award vesting at greater than 130% of target, the amount that vested in excess of 130% is subject to a one-year deferral The Plan is exempt under Rule 16b-3. The restricted stock unit award agreements contain tax withholding features which allow us to withhold units to satisfy 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.
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