

Freeman Thomas E  
Form 4  
February 20, 2018

# 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Freeman Thomas E

(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)

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  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Corp. EVP & Efficiency 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<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) or<br>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<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/15/2018                              |                                                             | M                                    | 27,942.524                                                              | A<br>\$<br>67.48                                                                                                   | 195,596.758                                                             | D                                                                 |
| Common<br>Stock                       | 02/15/2018                              |                                                             | F                                    | 12,672                                                                  | D<br>\$<br>67.48                                                                                                   | 182,924.758                                                             | D                                                                 |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 650.176                                                                 | I <sup>(2)</sup><br>401(k)                                        |

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  
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SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                            |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|----------------------------------------------------------------|----------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                              | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                          | Amount<br>Number<br>Shares |
| Phantom<br>Stock<br>Units <u>(3)</u>                | <u>(3)</u>                                                         |                                         |                                                             |                                      |                                                                                                        | <u>(3)</u>                                                     | <u>(3)</u>         | Common<br>Stock                                                | 1,58                       |
| Phantom<br>Stock <u>(1)</u>                         | <u>(1)</u>                                                         |                                         |                                                             |                                      |                                                                                                        | 02/09/2019                                                     | 02/09/2019         | Common<br>Stock                                                | 27,9                       |
| Phantom<br>Stock                                    | <u>(4)</u>                                                         |                                         |                                                             |                                      |                                                                                                        | 02/14/2018                                                     | 02/14/2020         | Common<br>Stock                                                | 5,77                       |
| Phantom<br>Stock <u>(5)</u>                         | <u>(5)</u>                                                         |                                         |                                                             |                                      |                                                                                                        | 02/21/2017                                                     | 02/21/2018         | Common<br>Stock                                                | 5,6                        |
| Phantom<br>Stock <u>(6)</u>                         | <u>(6)</u>                                                         | 02/15/2018                              |                                                             | M                                    | 27,942.524                                                                                             | 02/13/2018                                                     | <u>(6)</u>         | Common<br>Stock                                                | 27,9                       |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships                    |
|---------------------------------------------------------------------|----------------------------------|
|                                                                     | Director 10% Owner Officer Other |
| Freeman Thomas E<br>303 PEACHTREE STREET, N.E.<br>ATLANTA, GA 30308 | Corp. EVP & Efficiency Exec.     |

## Signatures

Curt Phillips, Attorney-in-Fact for Thomas E.  
Freeman 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).

Represents time-vested restricted stock units granted on February 9, 2016 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is  
(1) 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.

(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.

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- (3) The phantom 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 time-vested restricted stock unit award granted on February 14th, 2017 under the SunTrust Banks, Inc 2009 Stock Plan. The plan is exempt under Rule 16b-3. Award will be settled in share of common stock. The restricted unit award agreements contain tax withholding provisions which allow us to satisfy tax withholding obligations by netting shares.

- (4) Represents performance stock which was granted on February 21, 2014 and which vested on February 21, 2017. Award is settled in common stock. Because exceptional 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.

Represents performance-vested restricted stock units granted on February 10, 2015 under the SunTrust Banks, Inc. 2009 Stock Plan.

- (5) 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.

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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