

Gillani Aleem  
Form 4  
December 04, 2017

**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  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Gillani Aleem

(Last) (First) (Middle)

303 PEACHTREE STREET, N.E.

(Street)

ATLANTA, GA 30303

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/30/2017

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. Exec. Vice Pres and CFO

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)
Common Stock	11/30/2017		S	7,000 D	256,815.53	D	
Common Stock	11/30/2017		G	1,200 D	255,615.53	D	
Common Stock					7,112.241	I	401(k) <sup>(2)</sup>
Common Stock					1,500	I	Custodial Account <sup>(3)</sup>
Common Stock					950	I	IRA

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Common Stock	400	I	Roth IRA
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. 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	(4)					(4) (4)	Common Stock 1,077.1309
Phantom Stock	(5)					02/10/2018 (5)	Common Stock 3,111
Phantom Stock (6)	(6)					02/09/2018 (6)	Common Stock 3,631
Phantom Stock (6)	(6)					02/09/2019 (6)	Common Stock 3,632
Phantom Stock (7)	(7)					02/21/2017 02/21/2017	Common Stock 12,750.537
Phantom Stock (8)	(8)					02/14/2020 02/14/2020	Common Stock 5,773.5778
Phantom Stock (9)	(9)					02/21/2017 02/21/2018	Common Stock 5,098.94

## Reporting Owners

Reporting Owner Name / Address	Relationships
Gillani Aleem 303 PEACHTREE STREET, N.E.	Director 10% Owner Officer Other Corp. Exec. Vice Pres and CFO

ATLANTA, GA 30303

## Signatures

Curt Phillips, Attorney-in-Fact for Aleem  
Gillani

12/01/2017

\_\_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) Sold at prices ranging from \$61.88 to \$61.883.
- (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) Shares are held in a custodial account for the benefit of an adult family member over which account the reporting person has investment and voting control.
- (4) Acquired under the SunTrust Banks, Inc. Deferred Compensation Plan. These convert to common stock on a one-for-one basis.  
Represents time-vested restricted stock units granted on February 10, 2015 under the 2009 Stock Plan. The Plan is exempt under Rule
- (5) 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.  
Represents time-vested restricted stock units granted on February 9, 2016 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is
- (6) 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.  
Represents restricted stock unit award granted on February 21, 2014 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt
- (7) under Rule 16b-3. Transaction represents the satisfaction of EPS/TSR/ROTCE performance conditions. The Restricted Stock Unit award agreements contain tax withholding provisions which allow us to satisfy tax withholding obligations by netting shares. Award will vest on February 21, 2017 and will be settled in shares of common stock.  
Represents time-vested restricted stock unit award granted on February 14, 2017 under the SunTrust Banks, Inc. 2009 Stock Plan. The
- (8) plan is exempt under Rule 16b-3. Award will vest on February 14, 2020 and will be settled in Shares of common stock. The Restricted Unit award agreements contain tax withholding provisions which allow us to satisfy tax withholding obligations by netting shares.  
Represents performance stock which was granted on February 21, 2014 and which vested on February 21, 2017. Award is settled in
- (9) 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.

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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