

ROGERS WILLIAM H JR

Form 4

March 01, 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  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ROGERS WILLIAM H JR

(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)  
02/27/2019

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)

Chairman and CEO

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 or Disposed of (A) or (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	02/27/2019		G	V 10,500 D \$ 0	666,320.81	D	
Common Stock					8,086.141	I	401(k) <sup>(1)</sup>

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  
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SEC 1474  
(9-02)

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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 <u>(3)</u>	<u>(3)</u>					<u>(3)</u> <u>(3)</u>	Common Stock 1,921.7408
Phantom Stock Units <u>(4)</u>	<u>(4)</u>					<u>(4)</u> <u>(4)</u>	Common Stock 17,813.319
Option <u>(4)</u>	\$ 29.2					04/01/2012 04/01/2021	Common Stock 84,439
Option <u>(4)</u>	\$ 21.67					<u>(4)</u> 02/14/2022	Common Stock 136,200
Option <u>(4)</u>	\$ 27.41					02/26/2014 02/26/2023	Common Stock 36,707
Option <u>(4)</u>	\$ 27.41					02/26/2015 02/26/2023	Common Stock 36,707
Option <u>(4)</u>	\$ 27.41					02/26/2016 02/26/2023	Common Stock 36,707
Phantom Stock Units <u>(2)</u>	<u>(2)</u>					02/13/2020 <u>(2)</u>	Common Stock 7,656.066
Phantom Stock Units <u>(2)</u>	<u>(2)</u>					02/13/2021 <u>(2)</u>	Common Stock 7,656.066
Phantom Stock Units <u>(5)</u>	<u>(5)</u>					02/08/2020 <u>(5)</u>	Common Stock 10,078.7979
Phantom Stock Units <u>(5)</u>	<u>(5)</u>					02/08/2021 <u>(5)</u>	Common Stock 10,078.7979
Phantom Stock	<u>(5)</u>					02/08/2022 <u>(5)</u>	Common Stock 10,078.7979

Units <sup>(5)</sup>

Phantom

Stock <sup>(6)</sup>

02/09/2019

<sup>(6)</sup>Common 10,237.505  
Stock <sup>(6)</sup>Units <sup>(6)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROGERS WILLIAM H JR 303 PEACHTREE STREET, N.E. ATLANTA, GA 30308			Chairman and CEO	

## Signatures

Curt Phillips, Attorney-in-Fact for William H.  
Rogers, Jr.

03/01/2019

                    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) 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 granted under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt under Rule

- (2) 16b-3. Units will be settled in shares. The award agreement contains tax withholding features which allow us to withhold units to satisfy withholding obligations.

- (3) The phantom stock units were acquired under the SunTrust Banks, Inc. Deferred Compensation Plan and convert to common stock on a one-to-one basis.

- (4) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan.

Represents time-vested restricted stock units granted under the SunTrust Banks, Inc. 2018 Omnibus Incentive Compensation Plan. The

- (5) 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 withholding obligations.

Represents performance-vested restricted stock units granted on February 9, 2016 under the SunTrust Banks, Inc. 2009 Stock Plan.

Transaction represents the satisfaction of EPS/TSR/ROTCE performance conditions. Performance resulted in the award vesting at 140%

- (6) 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. 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.

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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