

number.

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Am Num Sha |
| Phantom Stock <u>(2)</u> | <u>(2)</u> | | | | | <u>(2)</u> <u>(2)</u> | Common Stock 1, |
| Phantom Stock <u>(3)</u> | <u>(3)</u> | | | | | <u>(3)</u> <u>(3)</u> | Common Stock 17 |
| Phantom Stock <u>(4)</u> | <u>(4)</u> | | | | | 02/09/2019 02/09/2019 | Common Stock |
| Option <u>(3)</u> | \$ 29.2 | | | | | 04/01/2012 04/01/2021 | Common Stock |
| Option <u>(3)</u> | \$ 21.67 | | | | | <u>(3)</u> 02/14/2022 | Common Stock |
| Option <u>(3)</u> | \$ 27.41 | | | | | 02/26/2014 02/26/2023 | Common Stock |
| Option <u>(3)</u> | \$ 27.41 | | | | | 02/26/2015 02/26/2023 | Common Stock |
| Option <u>(3)</u> | \$ 27.41 | | | | | 02/26/2016 02/26/2023 | Common Stock |
| Phantom Stock <u>(5)</u> | <u>(5)</u> | | | | | 02/21/2017 02/21/2018 | Common Stock 20 |
| Phantom Stock <u>(7)</u> | <u>(7)</u> | 02/15/2018 | | M | 109,768.432 | 02/13/2018 <u>(7)</u> | Common Stock 10 |
| Phantom Stock <u>(6)</u> | <u>(6)</u> | | | | | 02/13/2019 <u>(6)</u> | Common Stock 7 |
| Phantom Stock <u>(6)</u> | <u>(6)</u> | | | | | 02/13/2020 <u>(6)</u> | Common Stock 7 |
| Phantom Stock <u>(6)</u> | <u>(6)</u> | | | | | 02/13/2021 <u>(6)</u> | Common Stock 7 |

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.

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).
- (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.
- (2) 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.
- (3) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan.
Represents time-vested restricted stock units granted on February 9, 2016 under the sunTrust Banks, Inc. 2009 Stock Plan. 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 withholding obligations.
- (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.
- (5) Represents time-vested restricted stock units granted on February 13, 2018 under the SunTrust Banks, Inc. 2009 Stock Plan. 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.
- (6) Represents performance-vested restricted stock units granted on February 10, 2015 under the SunTrust Banks, Inc. 2009 Stock Plan.
- (7) 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. 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.