

KEYCORP /NEW/  
Form 4  
February 22, 2017

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Burke Edward J.

(Last) (First) (Middle)

C/O KEYCORP, 127 PUBLIC SQUARE

(Street)

CLEVELAND, OH 44114

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
KEYCORP /NEW/ [KEY]

3. Date of Earliest Transaction (Month/Day/Year)  
02/17/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Co-Pres., Key Community Bank

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |  |
| Common Shares                   | 02/17/2017                           |  | M                              |   | 86,735 A <u>(1)</u>   | 211,749 <u>(2)</u>                                       | D  |
| Common Shares                   | 02/17/2017                           |  | F                              |   | 36,319 D \$ 18.96   | 175,430  | D  |
| Common Shares                   |                                      |  |                                |   |   | 6,612 <u>(3)</u>   | I 401(k) Plan                              |

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

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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 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)<br>(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|---------------|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                | (A)  | (D)           | Date Exercisable   | Expiration Date |   |                            |
| Restricted Stock Units                     | (1)  | 02/17/2017                           |  | M                              |  | 37,133<br>(4) | (5)  | (5)             | Common Shares   | 37,133                     |
| Restricted Stock Units                     | (1)  | 02/17/2017                           |  | M                              |  | 9,283         | (6)  | (6)             | Common Shares   | 9,283                      |
| Restricted Stock Units                     | (1)  | 02/17/2017                           |  | M                              |  | 30,051        | (8)  | (8)             | Common Shares   | 30,051                     |
| Restricted Stock Units                     | (1)  | 02/17/2017                           |  | M                              |  | 10,268        | (10)   | (10)            | Common Shares   | 10,268                     |
| Restricted Stock Units                     | (1)  | 02/20/2017                           |  | A                              | 28,480   |               | (12)   | (12)            | Common Shares   | 28,480                     |
| Option to Buy                              | \$ 18.96   | 02/20/2017                           |  | A                              | 23,913   |               | (13)   | 02/20/2027      | Common Shares   | 23,913                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| Burke Edward J.<br>C/O KEYCORP<br>127 PUBLIC SQUARE<br>CLEVELAND, OH 44114 |               |           | Co-Pres., Key Community Bank |       |

## Signatures

Carrie A. Benedict POA for Edward J. Burke  
02/22/2017

\*\*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) Each restricted stock unit represents the right to receive one KeyCorp common share at vesting.
- (2) Includes approximately 39 common shares acquired through dividend reinvestments in March 2016.
- (3) Reported as of February 9, 2017.
- (4) Includes approximately 2,165 dividend-equivalent restricted stock units accrued between June 2014 and December 2016.
- (5) These restricted stock units, granted on February 17, 2014, vested in full on February 17, 2017.
- (6) These restricted stock units, granted on February 17, 2014, vest in four equal annual installments that began on February 17, 2015.
- (7) Includes approximately 466 dividend-equivalent restricted stock units accrued between March and December 2016.
- (8) The restricted stock units, granted on February 16, 2015, vest in four equal annual installments beginning on February 17, 2016.
- (9) Includes approximately 2,263 dividend-equivalent restricted stock units accrued between March and December 2016.
- (10) The restricted stock units, granted on February 15, 2016, vest in four equal annual installments beginning on February 17, 2017.
- (11) Includes approximately 1,031 dividend-equivalent restricted stock units accrued between March and December 2016.
- (12) The restricted stock units, granted on February 20, 2017, vest in four equal annual installments beginning on February 17, 2018.
- (13) The options to buy, granted on February 20, 2017, vest in four equal annual installments beginning on February 17, 2018.

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