

KEYCORP /NEW/  
Form 4  
February 22, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KIMBLE DONALD R**

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

Chief Financial Officer

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<br>(A) or 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: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Shares                      | 02/17/2017                              |                                                             | M                                    | 34,215 A                                                                | <u>(1)</u> 183,265 <u>(2)</u>                                                                                      | D                                                                    |                                                                   |
| Common<br>Shares                      | 02/17/2017                              |                                                             | F                                    | 11,954 D                                                                | \$ 18.96 171,311                                                                                                   | D                                                                    |                                                                   |
| Common<br>Shares                      | 02/20/2017                              |                                                             | A                                    | 45,253 A                                                                | <u>(3)</u> 216,564                                                                                                 | D                                                                    |                                                                   |
| Common<br>Shares                      | 02/20/2017                              |                                                             | F                                    | 19,560 D                                                                | \$ 18.96 197,004                                                                                                   | D                                                                    |                                                                   |

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<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>or<br>Number<br>of Shares |
| Restricted<br>Stock<br>Units                        | (1)                                                                | 02/17/2017                              |                                                             | M                                    |                                                                                                        |                                                                | 9,902  | (4)                                                            | (4)                | Common<br>Shares | 9,902                               |
| Restricted<br>Stock<br>Units                        | (1)                                                                | 02/17/2017                              |                                                             | M                                    |                                                                                                        |                                                                | 9,645  | (6)                                                            | (6)                | Common<br>Shares | 9,645                               |
| Restricted<br>Stock<br>Units                        | (1)                                                                | 02/17/2017                              |                                                             | M                                    |                                                                                                        |                                                                | 14,668 | (8)                                                            | (8)                | Common<br>Shares | 14,668                              |
| Restricted<br>Stock<br>Units                        | (1)                                                                | 02/20/2017                              |                                                             | A                                    |                                                                                                        |                                                                | 31,645 | (10)                                                           | (10)               | Common<br>Shares | 31,645                              |
| Option to<br>Buy                                    | \$ 18.96                                                           | 02/20/2017                              |                                                             | A                                    |                                                                                                        |                                                                | 32,608 | (11)                                                           | 02/20/2027         | Common<br>Shares | 32,608                              |

## Reporting Owners

| Reporting Owner Name / Address                                             | Relationships                    |
|----------------------------------------------------------------------------|----------------------------------|
|                                                                            | Director 10% Owner Officer Other |
| KIMBLE DONALD R<br>C/O KEYCORP<br>127 PUBLIC SQUARE<br>CLEVELAND, OH 44114 | Chief Financial Officer          |

## Signatures

Carrie A. Benedict POA for Donald R.  
Kimble 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 255 common shares acquired through dividend reinvestments in June 2016.
- (3) These shares were received for no consideration upon the satisfaction of certain performance criteria underlying the performance share units granted on February 17, 2014.
- (4) The restricted stock units, granted on February 17, 2014, vest in four equal annual installments that began on February 17, 2015.
- (5) Includes approximately 497 dividend-equivalent restricted stock units accrued between March and December 2016.
- (6) The restricted stock units, granted on February 16, 2015, vest in four equal annual installments beginning on February 17, 2016.
- (7) Includes approximately 726 dividend-equivalent restricted stock units accrued between March and December 2016.
- (8) The restricted stock units, granted on February 15, 2016, vest in four equal annual installments beginning on February 17, 2017.
- (9) Includes approximately 1,473 dividend-equivalent restricted stock units accrued between March and December 2016.
- (10) The restricted stock units, granted on February 20, 2017, vest in four equal annual installments beginning on February 17, 2018.
- (11) The options to buy, granted on February 20, 2017, vest in four equal annual installments beginning on February 17, 2018.

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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