

KEYCORP /NEW/  
Form 4  
February 23, 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)  
02/21/2017

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Shares	02/21/2017		M		\$ 11.16	D	
Common Shares	02/21/2017		F		\$ 19.09	D	
Common Shares	02/21/2017		M		\$ 6.12	D	
Common Shares	02/21/2017		S		\$ 19.03	D	
Common Shares	02/21/2017		M		\$ 8.42	D	

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Common Shares	02/21/2017	F	18,763	D	\$ 19.07	195,232	D	
Common Shares	02/21/2017	M	23,357	A	\$ 8.59	218,589	D	
Common Shares	02/21/2017	F	16,686	D	\$ 19.04	201,903	D	
Common Shares	02/21/2017	M	45,130	A	\$ 7.98	247,033	D	
Common Shares	02/21/2017	F	31,491	D	\$ 19.03	215,542	D	
Common Shares	02/21/2017	M	13,732	A	\$ 9.33	229,274	D	
Common Shares	02/21/2017	F	10,091	D	\$ 19.02	219,183	D	
Common Shares	02/21/2017	M	10,694	A	\$ 12.92	229,877	D	
Common Shares	02/21/2017	F	8,895	D	\$ 19.09	220,982	D	
Common Shares	02/21/2017	M	12,267	A	\$ 10.49	233,249	D	
Common Shares	02/21/2017	F	9,389	D	\$ 19.1	223,860	D	
Common Shares	02/21/2017	S	113,430	D	\$ 19.04 <u>(2) (3)</u>	110,430	D	
Common Shares						6,612 <sup>(4)</sup>	I	401(k) Plan

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

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(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)
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					Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
			Code	V (A) (D)					
Option to Buy	\$ 11.16	02/21/2017	M		56,038	<u>(5)</u>	07/25/2018	Common Shares	56,038
Option to Buy	\$ 6.12	02/21/2017	M		48,000	03/31/2011 <u>(6)</u>	06/12/2019	Common Shares	48,000
Option to Buy	\$ 8.42	02/21/2017	M		26,449	<u>(7)</u>	07/27/2020	Common Shares	26,449
Option to Buy	\$ 8.59	02/21/2017	M		23,357	<u>(8)</u>	05/19/2021	Common Shares	23,357
Option to Buy	\$ 7.98	02/21/2017	M		45,130	<u>(9)</u>	03/02/2022	Common Shares	45,130
Option to Buy	\$ 9.33	02/21/2017	M		13,732	<u>(10)</u>	03/01/2023	Common Shares	13,732
Option to Buy	\$ 12.92	02/21/2017	M		10,694	<u>(11)</u>	02/17/2024	Common Shares	10,694
Option to Buy	\$ 10.49	02/21/2017	M		12,267	<u>(12)</u>	02/15/2026	Common Shares	12,267

## Reporting Owners

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

## Signatures

Carrie A. Benedict POA for Edward J. Burke	02/23/2017
**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) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.02 to \$19.07.
- (2) The reporting person may provide to KeyCorp, any security holder of KeyCorp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
- (3) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.00 to \$19.09.
- (4) Reported as of February 9, 2017.
- (5) This option vested in three equal annual installments ending on July 25, 2011.

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- This option, which was issued on June 12, 2009 in connection with KeyCorp's participation in the U.S. Treasury's Troubled Assets Relief Program ("TARP"), was fully vested on the date of grant, but not exercisable until KeyCorp's repayment of its TARP obligations (which occurred on the date shown).
- (6) This option vested in three equal annual installments ending on July 27, 2013.
  - (8) This option vested in four equal annual installments ending on May 19, 2015.
  - (9) This option vested in four equal annual installments ending on March 2, 2016.
  - (10) This option vests in four equal annual installments ending on March 1, 2017.
  - (11) This option vests in four equal annual installments ending on February 17, 2018.
  - (12) This option vests in four equal annual installments ending on February 17, 2020.

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.