

Harris Paul N
Form 4
August 08, 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 *
Harris Paul N

(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)
08/04/2017

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)
General Counsel & Secretary

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares	08/04/2017		I		21,151	D	\$ 18.40
Common Shares	08/04/2017		M		46,038	A	\$ 11.16
Common Shares	08/04/2017		M		48,531	A	\$ 5.55
Common Shares	08/04/2017		M		38,262	A	\$ 8.42
Common Shares	08/04/2017		M		15,056	A	\$ 9.26
							0
							191,896 ⁽¹⁾
							240,427
							278,689
							293,745
							I
							401(k) Plan

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Common Shares	08/04/2017		M	40,236	A	\$ 7.98	333,981	D
Common Shares	08/04/2017		M	16,901	A	\$ 9.33	350,882	D
Common Shares	08/04/2017		S	205,024	D	\$ 18.56 <u>(2) (3)</u>	145,858	D
Common Shares	08/07/2017		M	8,962	A	\$ 11.16	154,820	D
Common Shares	08/07/2017		F	5,447	D	\$ 18.36	149,373	D
Common Shares	08/07/2017		M	18,019	A	\$ 5.55	167,392	D
Common Shares	08/07/2017		F	5,438	D	\$ 18.39	161,954	D
Common Shares	08/07/2017		M	11,876	A	\$ 8.42	173,830	D
Common Shares	08/07/2017		F	5,443	D	\$ 18.37	168,387	D
Common Shares	08/07/2017		M	27,350	A	\$ 9.26	195,737	D
Common Shares	08/07/2017		F	13,786	D	\$ 18.37	181,951	D
Common Shares	08/07/2017		M	12,989	A	\$ 7.98	194,940	D
Common Shares	08/07/2017		F	5,656	D	\$ 18.33	189,284	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 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)	8. D S (1)
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy	\$ 11.16	08/04/2017	M				(4)	07/25/2018	Common Shares	46,038
Option to Buy	\$ 5.55	08/04/2017	M				(5)	07/27/2019	Common Shares	48,531
Option to Buy	\$ 8.42	08/04/2017	M				(6)	07/27/2020	Common Shares	38,262
Option to Buy	\$ 9.26	08/04/2017	M				(7)	03/04/2021	Common Shares	15,056
Option to Buy	\$ 7.98	08/04/2017	M				(8)	03/02/2022	Common Shares	40,236
Option to Buy	\$ 9.33	08/04/2017	M				(9)	03/01/2023	Common Shares	16,901
Option to Buy	\$ 11.16	08/07/2017	M				(4)	07/25/2018	Common Shares	8,962
Option to Buy	\$ 5.55	08/07/2017	M				(5)	07/27/2019	Common Shares	18,019
Option to Buy	\$ 8.42	08/07/2017	M				(6)	07/27/2020	Common Shares	11,876
Option to Buy	\$ 9.26	08/07/2017	M				(7)	03/04/2021	Common Shares	27,350
Option to Buy	\$ 7.98	08/07/2017	M				(8)	03/02/2022	Common Shares	12,989

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harris Paul N C/O KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114			General Counsel & Secretary	

Signatures

Carrie A. Benedict POA for Paul N. Harris
08/08/2017

**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) Includes approximately 21 common shares acquired through dividend reinvestment in March 2017.
- (2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.55 to \$18.57.
- (3) 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.
- (4) This option vested in three equal annual installments ending on July 25, 2011.
- (5) This option vested in three equal annual installments ending on July 27, 2012.
- (6) This option vested in three equal annual installments ending on July 27, 2013.
- (7) This option vested in four equal annual installments ending on March 4, 2015.
- (8) This option vested in four equal annual installments ending on March 2, 2016.
- (9) This option vested in four equal annual installments ending on March 1, 2017.

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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