

Gorman Christopher M.  
Form 4  
February 21, 2018

**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 \*  
Gorman Christopher M.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O KEYCORP, 127 PUBLIC SQUARE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/17/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Pres. of Banking & Vice Chair

CLEVELAND, OH 44114  
(City) (State) (Zip)

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

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 or Price		
Common Shares	02/17/2018		M		72,637 A <u>(1)</u>	559,214 <u>(2)</u>	D
Common Shares	02/17/2018		F		32,943 D \$ 21.02	526,271	D
Common Shares	02/19/2018		A		101,558 A <u>(3)</u>	627,829	D
Common Shares	02/19/2018		F		46,057 D \$ 21.02	581,772	D
Common Shares						3,608 <u>(4)</u>	I 401(k) Plan

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title or Number of Shares
Restricted Stock Units	(1)	02/17/2018		M	16,841	(5) (5)	Common Shares 16,841
Restricted Stock Units	(1)	02/17/2018		M	18,930	(7) (7)	Common Shares 18,930
Restricted Stock Units	(1)	02/17/2018		M	23,949	(9) (9)	Common Shares 23,949
Restricted Stock Units	(1)	02/17/2018		M	12,917	(11) (11)	Common Shares 12,917
Restricted Stock Units	(1)	02/19/2018		A	49,476	(13) (13)	Common Shares 49,476
Option to Buy	\$ 21.02	02/19/2018		A	50,781	(14) 02/19/2028	Common Shares 50,781

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gorman Christopher M. C/O KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114			Pres. of Banking & Vice Chair	

## Signatures

Carrie A. Benedict POA for Christopher M.  
Gorman

02/21/2018

\_\_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) Each restricted stock unit represents the right to receive one KeyCorp common share at vesting.
- (2) Includes approximately 26 common shares acquired under the KeyCorp Amended and Restated Discount Stock Purchase Plan in February 2018.
- (3) These shares were received for no consideration upon the satisfaction of certain performance criteria underlying the performance share units granted on February 16, 2015.
- (4) Reported as of January 26, 2018.
- (5) The restricted stock units, granted on February 17, 2014, vested in four equal annual installments ending on February 17, 2018.
- (6) Includes approximately 338 dividend-equivalent restricted stock units accrued between March and December 2017.
- (7) The restricted stock units, granted on February 16, 2015, vest in four equal annual installments beginning on February 17, 2016.
- (8) Includes approximately 761 dividend-equivalent restricted stock units accrued between March and December 2017.
- (9) The restricted stock units, granted on February 15, 2016, vest in four equal annual installments beginning on February 17, 2017.
- (10) Includes approximately 1,443 dividend-equivalent restricted stock units accrued between March and December 2017.
- (11) The restricted stock units, granted on February 20, 2017, vest in four equal annual installments beginning on February 17, 2018.
- (12) Includes approximately 1,037 dividend-equivalent restricted stock units accrued between March and December 2017.
- (13) The restricted stock units, granted on February 19, 2018, vest in four equal annual installments beginning on February 17, 2019.
- (14) The options to buy, granted on February 19, 2018, vest in four equal annual installments beginning on February 17, 2019.

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.