

Ryan Kevin Thomas
 Form 4
 February 21, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Ryan Kevin Thomas

(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)
 02/17/2018

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)

Chief Risk Review Officer

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	02/17/2018		M		11,759 A <u>11</u>	60,002	D
Common Shares	02/17/2018		F		3,548 D \$ 21.02	56,454	D
Common Shares						12,432 <u>2</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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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) (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)	
					V	(A)	(D)	Date Exercisable	Expiration Date		Title
Restricted Stock Units	<u>(1)</u>	02/17/2018		M		2,653		<u>(3)</u>	<u>(3)</u>	Common Shares	2,653 <u>(4)</u>
Restricted Stock Units	<u>(1)</u>	02/17/2018		M		3,123		<u>(5)</u>	<u>(5)</u>	Common Shares	3,123
Restricted Stock Units	<u>(1)</u>	02/17/2018		M		4,116		<u>(7)</u>	<u>(7)</u>	Common Shares	4,116
Restricted Stock Units	<u>(1)</u>	02/17/2018		M		1,868		<u>(9)</u>	<u>(9)</u>	Common Shares	1,868
Restricted Stock Units	<u>(1)</u>	02/19/2018		A	6,089			<u>(11)</u>	<u>(11)</u>	Common Shares	6,089
Option to Buy	\$ 21.02	02/19/2018		A	6,250			<u>(12)</u>	02/19/2028	Common Shares	6,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ryan Kevin Thomas C/O KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114			Chief Risk Review Officer	

Signatures

Carrie A. Benedict POA for Kevin T. Ryan
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) Reported as of January 26, 2018.
- (3) The restricted stock units, granted on February 17, 2014, vested in four equal annual installments ending on February 17, 2018.
- (4) Includes approximately 54 dividend-equivalent restricted stock units accrued between March and December 2017.
- (5) The restricted stock units, granted on February 16, 2015, vest in four equal annual installments beginning on February 17, 2016.
- (6) Includes approximately 124 dividend-equivalent restricted stock units accrued between March and December 2017.
- (7) The restricted stock units, granted on February 15, 2016, vest in four equal annual installments beginning on February 17, 2017.
- (8) Includes approximately 248 dividend-equivalent restricted stock units accrued between March and December 2017.
- (9) The restricted stock units, granted on February 20, 2017, vest in four equal annual installments beginning on February 17, 2018.
- (10) Includes approximately 150 dividend-equivalent restricted stock units accrued between March and December 2017.
- (11) The restricted stock units, granted on February 19, 2018, vest in four equal annual installments beginning on February 17, 2019.
- (12) 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.

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