

Ryan Kevin Thomas  
 Form 4  
 February 20, 2019

**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)  
 02/17/2019

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |  |
| Common Shares                   | 02/17/2019                           |  | M                              | 10,958 A  | 85,108  | D  |  |
| Common Shares                   | 02/17/2019                           |  | F                              | 3,328 D \$ 17.51  | 81,780  | D  |  |
| Common Shares                   |                                      |  |                                |   | 12,859 <sup>(2)</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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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 Security (Instr. 3 and 4) |                 |
|--|--|--------------------------------------|--|--------------------------------|---|--------|--|------------------|---|-----------------|
|  |  |                                      |  |                                | V   | (A)    | (D)  | Date Exercisable |   | Expiration Date |
| Restricted Stock Units                     | (1)  | 02/17/2019                           |  | M                              |   | 3,220  | (3)  | (3)              | Common Shares   | 3,220 (4)       |
| Restricted Stock Units                     | (1)  | 02/17/2019                           |  | M                              |   | 4,244  | (5)  | (5)              | Common Shares   | 4,244           |
| Restricted Stock Units                     | (1)  | 02/17/2019                           |  | M                              |   | 1,924  | (7)  | (7)              | Common Shares   | 1,924           |
| Restricted Stock Units                     | (1)  | 02/17/2019                           |  | M                              |   | 1,570  | (9)  | (9)              | Common Shares   | 1,570           |
| Restricted Stock Units                     | (1)  | 02/18/2019                           |  | A                              |   | 7,310  | (11)   | (11)             | Common Shares   | 7,310           |
| Option to Buy                              | \$ 17.51   | 02/18/2019                           |  | A                              |   | 10,423 | (12)   | 02/18/2029       | Common Shares   | 10,423          |

## Reporting Owners

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

## Signatures

Carrie A. Benedict POA for Kevin T. Ryan  
02/20/2019

\*\*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 February 8, 2019.
- (3) The restricted stock units, granted on February 16, 2015, vested in four equal annual installments ending on February 17, 2019.
- (4) Includes approximately 97 dividend-equivalent restricted stock units accrued between March and December 2018.
- (5) The restricted stock units, granted on February 15, 2016, vest in four equal annual installments beginning on February 17, 2017.
- (6) Includes approximately 255 dividend-equivalent restricted stock units accrued between March and December 2018.
- (7) The restricted stock units, granted on February 20, 2017, vest in four equal annual installments beginning on February 17, 2018.
- (8) Includes approximately 174 dividend-equivalent restricted stock units accrued between March and December 2018.
- (9) The restricted stock units, granted on February 19, 2018, vest in four equal annual installments beginning on February 17, 2019.
- (10) Includes approximately 189 dividend-equivalent restricted stock units accrued between March and December 2018.
- (11) The restricted stock units, granted on February 18, 2019, vest in four equal annual installments beginning on February 17, 2020.
- (12) The options to buy, granted on February 18, 2019, vest in four equal annual installments beginning on February 17, 2020.

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