KEYCORP /NEW/

Form 3

May 30, 2014

FORM 3

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

INITIAL STATEMENT OF 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person * Â Devine Dennis A (Last) (First) (Middle) 127 PUBLIC SQUARE (Street) CLEVELAND,Â OHÂ 44114 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/22/2014	3. Issuer Name **and** Ticker or Trading Symbol KEYCORP /NEW/ [KEY]

4. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner __X__ Officer _____ Other (give title below) (specify below) Co-Pres., Key Community Bank	5. If Amendment, Date Original Filed(Month/Day/Year)
	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Shares	5,474	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of			

				Shares		(I) (Instr. 5)	
Options to Buy	03/01/2014[(1)]	03/01/2023	Common Shares	14,084	$ 9.33	D	Â
Options to Buy	02/17/2015[(1)]	02/17/2024	Common Shares	10,931	$ 12.92	D	Â
Restricted Stock Unit	Â [(2)]	Â [(2)]	Common Shares	83,753	$ [(3)]	D	Â
Restricted Stock Unit	Â [(4)]	Â [(4)]	Common Shares	24,587	$ [(3)]	D	Â
Restricted Stock Unit	Â [(5)]	Â [(5)]	Common Shares	26,808	$ [(3)]	D	Â

Reporting Owners

Reporting Owner Name / Address			Relationships		
	Director	10% Owner	Officer		Other
Devine Dennis A 127 PUBLIC SQUARE CLEVELAND,Â OHÂ 44114	Â	Â	Â Co-Pres., Key Community Bank		Â

Signatures

Frank P. Esposito POA for Dennis A. Devine	05/30/2014
[**]Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Vests in four equal annual installments, beginning on the date shown.

(2) These restricted stock units vest in four equal annual installments. The first installment vested on August 27, 2013.

(3) Each restricted stock unit represents the right to receive one KeyCorp common share at vesting.

(4) These restricted stock units vest in four equal annual installments. The first installment vested on March 1, 2014.

(5) These restricted stock units vest in four equal annual installments beginning on February 17, 2015.

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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