

Paine Andrew J III
Form 4
October 26, 2017

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Paine Andrew J III

(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)

10/26/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Co-Head Corporate Bank

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 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)
Common Shares	10/24/2017		M	25,000 A	\$ 11.16 110,052	D	
Common Shares	10/24/2017		F	19,817 D	\$ 18.55 90,235	D	
Common Shares	10/24/2017		M	20,000 A	\$ 6.12 110,235	D	
Common Shares	10/24/2017		F	13,025 D	\$ 18.55 97,210	D	
Common Shares	10/24/2017		M	34,696 A	\$ 9.26 131,906	D	

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Common Shares	10/24/2017	S	46,854	D	\$ 18.56 (1) (2)	85,052	D	
Common Shares						29,230	I	By spouse
Common Shares						17,918 (3)	I	401(k) Plan
Common Shares						445	I	By Paine Investments LP

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy	\$ 11.16	10/24/2017		M		25,000		<u>(4)</u>	07/25/2018	Common Shares	25,000
Option to Buy	\$ 6.12	10/24/2017		M		20,000		03/31/2011 <u>(5)</u>	06/12/2019	Common Shares	20,000
Option to Buy	\$ 9.26	10/24/2017		M		34,696		<u>(6)</u>	03/04/2021	Common Shares	34,696

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Paine Andrew J III C/O KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114	Co-Head Corporate Bank

Signatures

Carrie A. Benedict POA for Andrew J.
Paine III

10/26/2017

__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) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.52 to \$18.59.
- (2) 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.
- (3) Reported as of July 27, 2017.
- (4) This option vested in three equal annual installments ending on July 25, 2011.

This option, which was issued on June 12, 2009 in connection with KeyCorp's participation in the U.S. Treasury's Troubled Assets Relief Program ("TARP"), was fully vested on the date of grant, but not exercisable until KeyCorp's repayment of its TARP obligations (which occurred on the date shown).
- (6) This option vested in four equal annual installments ending on March 4, 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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