

DeAngelis Robert A  
Form 4  
February 21, 2018

**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

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DeAngelis Robert A

(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  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Dir. of Qual. &amp; Prod. Mgmt.

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)
			Code	V	Amount	(A) or (D)	Price
Common Shares	02/17/2018		M		10,387	A	\$ 21.02
Common Shares	02/17/2018		F		3,154	D	\$ 21.02
Common Shares	02/19/2018		A		16,249	A	\$ 21.02
Common Shares	02/19/2018		F		4,932	D	\$ 21.02

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

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SEC 1474  
(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
Restricted Stock Units	(1)	02/17/2018		M			3,367	(3)	(3)	Common Shares	3,367 (4)
Restricted Stock Units	(1)	02/17/2018		M			3,029	(5)	(5)	Common Shares	3,029
Restricted Stock Units	(1)	02/17/2018		M			3,991	(7)	(7)	Common Shares	3,991
Restricted Stock Units	(1)	02/19/2018		A		7,611		(9)	(9)	Common Shares	7,611
Option to Buy	\$ 21.02	02/19/2018		A		7,812		(10)	02/19/2028	Common Shares	7,812

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DeAngelis Robert A C/O KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114	Dir. of Qual. & Prod. Mgmt.

## Signatures

Carrie A. Benedict POA for Robert A.  
DeAngelis 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) These shares were received for no consideration upon the satisfaction of certain performance criteria underlying the performance share units granted on February 16, 2015.
- (3) The restricted stock units, granted on February 17, 2014, vested in four equal annual installments ending on February 17, 2018.
- (4) Includes approximately 52 dividend-equivalent restricted stock units accrued between June 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 94 dividend-equivalent restricted stock units accrued between June 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 186 dividend-equivalent restricted stock units accrued between June and December 2017.
- (9) The restricted stock units, granted on February 19, 2018, vest in four equal annual installments beginning on February 17, 2019.
- (10) 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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