

MOONEY BETH E  
Form 4  
July 27, 2017

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MOONEY BETH E

(Last) (First) (Middle)

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)  
07/26/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman and CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |
| Common Shares                   | 07/26/2017                           |  | M                              |   | 350,000   | A  | \$ 6.12                           |
|                                 |                                      |  |                                |   | 1,114,782 <sup>(1)</sup>  | D  |                                   |
| Common Shares                   | 07/26/2017                           |  | F                              |   | 230,793   | D  | \$ 18.21                          |
| Common Shares                   | 07/26/2017                           |  | M                              |   | 46,564  | A  | \$ 8.59                           |
|                                 |                                      |  |                                |   | 930,553   | D  |                                   |
| Common Shares                   | 07/26/2017                           |  | F                              |   | 22,031  | D  | \$ 18.16                          |
| Common Shares                   | 07/26/2017                           |  | M                              |   | 12,531  | A  | \$ 7.98                           |
|                                 |                                      |  |                                |   | 921,053   | D  |                                   |

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|               |            |   |       |   |          |                      |   |             |
|---------------|------------|---|-------|---|----------|----------------------|---|-------------|
| Common Shares | 07/26/2017 | F | 5,512 | D | \$ 18.14 | 915,541              | D |             |
| Common Shares |            |   |       |   |          | 5,525 <sup>(2)</sup> | I | 401(k) Plan |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 Security (Instr. 3 and 4) |               |                         |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------|-------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title         | Amount Number of Shares |
| Option to Buy                              | \$ 6.12  | 07/26/2017                           |  | M                              | 350,000   | 03/31/2011 <sup>(3)</sup>                                | 06/12/2019  | Common Shares | 350,000                 |
| Option to Buy                              | \$ 8.59  | 07/26/2017                           |  | M                              | 46,564  | <sup>(4)</sup>   | 05/19/2021  | Common Shares | 46,564                  |
| Option to Buy                              | \$ 7.98  | 07/26/2017                           |  | M                              | 12,531  | <sup>(5)</sup>   | 03/02/2022  | Common Shares | 12,531                  |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                  |       |
|--|---------------|-----------|------------------|-------|
|  | Director      | 10% Owner | Officer          | Other |
| MOONEY BETH E<br>KEYCORP<br>127 PUBLIC SQUARE<br>CLEVELAND, OH 44114 | X             |           | Chairman and CEO |       |

## Signatures

Carrie A. Benedict POA for Beth E. Mooney

07/27/2017

    \*\*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) Includes approximately 1,385 common shares acquired through dividend reinvestments since December 2016.

(2) Reported as of July 27, 2017.

This option, which was issued on June 12, 2009 in connection with KeyCorp's participation in the U.S. Treasury's Troubled Assets Relief

(3) 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).

(4) This option vested in four equal annual installments ending on May 19, 2015.

(5) This option vested in four equal annual installments ending on March 2, 2016.

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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