

Paine Andrew J III  
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

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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)

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 below) \_\_\_\_ Other (specify  
below) 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>Shares                      | 02/17/2018                              |   | M                                    | 110,852 A   | 195,904  | D   |   |
| Common<br>Shares                      | 02/17/2018                              |   | F                                    | 43,137 D  | \$ 152,767<br>21.02  | D   |   |
| Common<br>Shares                      |   |   |                                      |   | 18,042 (2)   | I   | 401(k) Plan   |
| Common<br>Shares                      |   |   |                                      |   | 26,930   | I   | By spouse   |
| Common<br>Shares                      |   |   |                                      |   | 445  | I   | By Paine<br>Investments<br>LP                                     |

# Edgar Filing: Paine Andrew J III - Form 4

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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |        | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                    |                  |                                     |
|---|--|---|---|--------------------------------------|--|--|--------|--|--------------------|------------------|-------------------------------------|
|   |  |   |   | Code                                 | V  | (A)  | (D)    | Date<br>Exercisable  | Expiration<br>Date | Title            | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock<br>Units                        | (1)  | 02/17/2018                              |   | M                                    |  |  | 53,003 | (3)  | (3)                | Common<br>Shares | 53,003                              |
| Restricted<br>Stock<br>Units                        | (1)  | 02/17/2018                              |   | M                                    |  |  | 8,841  | (5)  | (5)                | Common<br>Shares | 8,841                               |
| Restricted<br>Stock<br>Units                        | (1)  | 02/17/2018                              |   | M                                    |  |  | 10,506 | (7)  | (7)                | Common<br>Shares | 10,506                              |
| Restricted<br>Stock<br>Units                        | (1)  | 02/17/2018                              |   | M                                    |  |  | 28,813 | (9)  | (9)                | Common<br>Shares | 28,813                              |
| Restricted<br>Stock<br>Units                        | (1)  | 02/17/2018                              |   | M                                    |  |  | 9,689  | (11)   | (11)               | Common<br>Shares | 9,689                               |
| Restricted<br>Stock<br>Units                        | (1)  | 02/19/2018                              |   | A                                    |  |  | 36,156 | (13)   | (13)               | Common<br>Shares | 36,156                              |
| Option to<br>Buy                                    | \$ 21.02   | 02/19/2018                              |   | A                                    |  |  | 37,109 | (14)   | 02/19/2028         | Common<br>Shares | 37,109                              |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| Paine Andrew J III<br>C/O KEYCORP<br>127 PUBLIC SQUARE | Co-Head Corporate Bank           |

CLEVELAND, OH 44114

## Signatures

Carrie A. Benedict POA for Andrew J.  
Paine III

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) Reported as of January 26, 2018.
- (3) These restricted stock units, granted on February 16, 2015, vested in full on February 17, 2018.
- (4) Includes approximately 2,028 dividend-equivalent restricted stock units accrued since June 2016.
- (5) These restricted stock units, granted on February 17, 2014, vested in four equal annual installments ending on February 17, 2018.
- (6) Includes approximately 177 dividend-equivalent restricted stock units accrued between March and December 2017.
- (7) The restricted stock units, granted on February 16, 2015, vest in four equal annual installments beginning on February 17, 2016.
- (8) Includes approximately 423 dividend-equivalent restricted stock units accrued between March and December 2017.
- (9) The restricted stock units, granted on February 15, 2016, vest in four equal annual installments beginning on February 17, 2017.
- (10) Includes approximately 1,736 dividend-equivalent restricted stock units accrued between March and December 2017.
- (11) The restricted stock units, granted on February 20, 2017, vest in four equal annual installments beginning on February 17, 2018.
- (12) Includes approximately 777 dividend-equivalent restricted stock units accrued between March and December 2017.
- (13) The restricted stock units, granted on February 19, 2018, vest in four equal annual installments beginning on February 17, 2019.
- (14) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.