

Mago Angela G
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 *
Mago Angela G

(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 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	02/17/2018		M	54,494 A	114,779	D	
Common Shares	02/17/2018		F	17,579 D	\$ 21.02 97,200	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 or Number of Shares
Restricted Stock Units	(1)	02/17/2018		M			18,929	(2)	(2)	Common Shares	18,929 (3)
Restricted Stock Units	(1)	02/17/2018		M			2,399	(4)	(4)	Common Shares	2,399 (5)
Restricted Stock Units	(1)	02/17/2018		M			7,382	(6)	(6)	Common Shares	7,382 (6)
Restricted Stock Units	(1)	02/17/2018		M			20,132	(8)	(8)	Common Shares	20,132 (8)
Restricted Stock Units	(1)	02/17/2018		M			5,651	(10)	(10)	Common Shares	5,651 (10)
Restricted Stock Units	(1)	02/19/2018		A		21,883		(12)	(12)	Common Shares	21,883 (12)
Option to Buy	\$ 21.02	02/19/2018		A		22,460		(13)	02/19/2028	Common Shares	22,460 (13)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Mago Angela G C/O KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114	Co-Head Corporate Bank

Signatures

Carrie A. Benedict POA for Angela G. Mago 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 restricted stock units, granted on February 16, 2015, vested in full on February 17, 2018.
- (3) Includes approximately 725 dividend-equivalent restricted stock units accrued since June 2016.
- (4) These restricted stock units, granted on February 17, 2014, vested in four equal annual installments ending on February 17, 2018.
- (5) Includes approximately 48 dividend-equivalent restricted stock units accrued between March and December 2017.
- (6) The restricted stock units, granted on February 16, 2015, vest in four equal annual installments beginning on February 17, 2016.
- (7) Includes approximately 296 dividend-equivalent restricted stock units accrued between March and December 2017.
- (8) The restricted stock units, granted on February 15, 2016, vest in four equal annual installments beginning on February 17, 2017.
- (9) Includes approximately 1,213 dividend-equivalent restricted stock units accrued between March and December 2017.
- (10) The restricted stock units, granted on February 20, 2017, vest in four equal annual installments beginning on February 17, 2018.
- (11) Includes approximately 453 dividend-equivalent restricted stock units accrued between March and December 2017.
- (12) The restricted stock units, granted on February 19, 2018, vest in four equal annual installments beginning on February 17, 2019.
- (13) 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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