

Gorman Christopher M.
Form 4
February 16, 2018

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 *
Gorman Christopher M.

2. Issuer Name and Ticker or Trading Symbol
KEYCORP /NEW/ [KEY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O KEYCORP, 127 PUBLIC SQUARE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2018

____ Director 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres. of Banking & Vice Chair

CLEVELAND, OH 44114
(City) (State) (Zip)

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

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 Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Shares	02/15/2018		M	65,000 A \$ 11.16	542,589 ⁽¹⁾	D	
Common Shares	02/15/2018		S	56,038 D \$ 20.97 ^{(2) (3)}	486,551	D	
Common Shares					3,608 ⁽⁴⁾	I	401(k) Plan

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

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Option to Buy	\$ 11.16	02/15/2018		M	65,000	⁽⁵⁾ 07/25/2018	Common Shares	65,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gorman Christopher M. C/O KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114		X	Pres. of Banking & Vice Chair	

Signatures

Carrie A. Benedict POA for Christopher M. Gorman
Date: 02/16/2018

**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) Includes approximately 2,052 common shares acquired through dividend reinvestments in December 2017 and approximately 98 common shares acquired under the KeyCorp Amended and Restated Discount Stock Purchase Plan between November 2017 and January 2018.
 - (2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.96 to \$20.98.
 - (3) 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.
 - (4) Reported as of January 26, 2018.
 - (5) This option vested in three equal annual installments ending on July 25, 2011.

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.