KEYCORP/NEW/ Form 4 April 04, 2017

# FORM 4

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

**OMB APPROVAL** OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Snyder Barbara R

2. Transaction Date 2A. Deemed

(First) (Middle) (Last)

C/O KEYCORP, 127 PUBLIC **SQUARE** 

(Street)

2. Issuer Name and Ticker or Trading Symbol

KEYCORP /NEW/ [KEY]

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

03/31/2017

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X\_ Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

CLEVELAND, OH 44114

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

3. 4. Securities TransactionAcquired (A) or (Month/Day/Year) Execution Date, if

Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of

Securities Beneficially Owned Following Reported

Form: Direct (D) or Indirect (I) (Instr. 4)

D

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4)

or Code V Amount (D) Price

(A)

14,010 (1)

Common Shares

1.Title of

Security

(Instr. 3)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: KEYCORP /NEW/ - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Da	6. Date Exercisable and		7. Title and Amount of		8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction Derivative		ve Expir	Expiration Date		Underlying Securities		Deriva
Security	or Exercise		any	Code Securities		(Mon	(Month/Day/Year)		(Instr. 3 and 4)		Securi
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired						(Instr.
	Derivative				(A) or						
	Security				Disposed of	f					
					(D)						
					(Instr. 3, 4,						
					and 5)						
										Amount	
						_				or	
							Date	Expiration	Title	Number	
						Exerc	cisable	Date		of	
				Code V	(A) (I	D)				Shares	
Deferred Shares	<u>(2)</u>	03/31/2017		A	1,124		(3)	(3)	Common Shares	1,124	\$ 17

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
reporting owner runte / runtess	Director	10% Owner	Officer	Other			
Snyder Barbara R							
C/O KEYCORP	X						
127 PUBLIC SQUARE	Λ						
CLEVELAND, OH 44114							

### **Signatures**

Carrie A. Benedict POA for Barbara R.
Snyder

\*\*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 64 common shares acquired through dividend reinvestments in March 2017.
  - Directors may elect to defer the payment of directors' fees into the Directors' Deferred Share Sub-Plan to the KeyCorp 2013 Equity
- (2) Compensation Plan (the "Deferred Share Plan"). The deferred fees are converted into deferred shares, which are the economic equivalent of common shares.
- (3) Under the terms of the Deferred Share Plan, payment of the deferred shares has been deferred until the earlier of July 1, 2025 or the death of the participant.
- (4) Includes approximately 295 dividend-equivalent deferred shares accrued under the Deferred Share Plan in March 2017.

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.

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