

Harris Paul N  
Form 4  
August 08, 2017

**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 \*  
Harris Paul N

(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)

08/04/2017

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)

General Counsel & Secretary

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>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|--|
| Common<br>Shares                      | 08/04/2017                              |   | I                                    | 21,151  | D \$ 18.4 0  | I   | 401(k)<br>Plan   |
| Common<br>Shares                      | 08/04/2017                              |   | M                                    | 46,038  | A \$ 11.16 191,896 <sup>(1)</sup>  | D   |  |
| Common<br>Shares                      | 08/04/2017                              |   | M                                    | 48,531  | A \$ 5.55 240,427  | D   |  |
| Common<br>Shares                      | 08/04/2017                              |   | M                                    | 38,262  | A \$ 8.42 278,689  | D   |  |
| Common<br>Shares                      | 08/04/2017                              |   | M                                    | 15,056  | A \$ 9.26 293,745  | D   |  |

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|               |            |   |         |   |                        |         |   |
|---------------|------------|---|---------|---|------------------------|---------|---|
| Common Shares | 08/04/2017 | M | 40,236  | A | \$ 7.98                | 333,981 | D |
| Common Shares | 08/04/2017 | M | 16,901  | A | \$ 9.33                | 350,882 | D |
| Common Shares | 08/04/2017 | S | 205,024 | D | \$<br>18.56<br>(2) (3) | 145,858 | D |
| Common Shares | 08/07/2017 | M | 8,962   | A | \$<br>11.16            | 154,820 | D |
| Common Shares | 08/07/2017 | F | 5,447   | D | \$<br>18.36            | 149,373 | D |
| Common Shares | 08/07/2017 | M | 18,019  | A | \$ 5.55                | 167,392 | D |
| Common Shares | 08/07/2017 | F | 5,438   | D | \$<br>18.39            | 161,954 | D |
| Common Shares | 08/07/2017 | M | 11,876  | A | \$ 8.42                | 173,830 | D |
| Common Shares | 08/07/2017 | F | 5,443   | D | \$<br>18.37            | 168,387 | D |
| Common Shares | 08/07/2017 | M | 27,350  | A | \$ 9.26                | 195,737 | D |
| Common Shares | 08/07/2017 | F | 13,786  | D | \$<br>18.37            | 181,951 | D |
| Common Shares | 08/07/2017 | M | 12,989  | A | \$ 7.98                | 194,940 | D |
| Common Shares | 08/07/2017 | F | 5,656   | D | \$<br>18.33            | 189,284 | D |

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

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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<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. D<br>S<br>(1 |
|---|--|---|---|--------------------------------------|--|--|---|-----------------|
|---|--|---|---|--------------------------------------|--|--|---|-----------------|

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|                  |          |            | Code | V | (A) | (D)    | Date<br>Exercisable | Expiration<br>Date | Title            | Amount<br>or<br>Number<br>of Shares |
|------------------|----------|------------|------|---|-----|--------|---------------------|--------------------|------------------|-------------------------------------|
| Option<br>to Buy | \$ 11.16 | 08/04/2017 | M    |   |     | 46,038 | <u>(4)</u>          | 07/25/2018         | Common<br>Shares | 46,038                              |
| Option<br>to Buy | \$ 5.55  | 08/04/2017 | M    |   |     | 48,531 | <u>(5)</u>          | 07/27/2019         | Common<br>Shares | 48,531                              |
| Option<br>to Buy | \$ 8.42  | 08/04/2017 | M    |   |     | 38,262 | <u>(6)</u>          | 07/27/2020         | Common<br>Shares | 38,262                              |
| Option<br>to Buy | \$ 9.26  | 08/04/2017 | M    |   |     | 15,056 | <u>(7)</u>          | 03/04/2021         | Common<br>Shares | 15,056                              |
| Option<br>to Buy | \$ 7.98  | 08/04/2017 | M    |   |     | 40,236 | <u>(8)</u>          | 03/02/2022         | Common<br>Shares | 40,236                              |
| Option<br>to Buy | \$ 9.33  | 08/04/2017 | M    |   |     | 16,901 | <u>(9)</u>          | 03/01/2023         | Common<br>Shares | 16,901                              |
| Option<br>to Buy | \$ 11.16 | 08/07/2017 | M    |   |     | 8,962  | <u>(4)</u>          | 07/25/2018         | Common<br>Shares | 8,962                               |
| Option<br>to Buy | \$ 5.55  | 08/07/2017 | M    |   |     | 18,019 | <u>(5)</u>          | 07/27/2019         | Common<br>Shares | 18,019                              |
| Option<br>to Buy | \$ 8.42  | 08/07/2017 | M    |   |     | 11,876 | <u>(6)</u>          | 07/27/2020         | Common<br>Shares | 11,876                              |
| Option<br>to Buy | \$ 9.26  | 08/07/2017 | M    |   |     | 27,350 | <u>(7)</u>          | 03/04/2021         | Common<br>Shares | 27,350                              |
| Option<br>to Buy | \$ 7.98  | 08/07/2017 | M    |   |     | 12,989 | <u>(8)</u>          | 03/02/2022         | Common<br>Shares | 12,989                              |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                   |       |
|--|---------------|-----------|-----------------------------------|-------|
|  | Director      | 10% Owner | Officer                           | Other |
| Harris Paul N<br>C/O KEYCORP<br>127 PUBLIC SQUARE<br>CLEVELAND, OH 44114 |               |           | General<br>Counsel &<br>Secretary |       |

## Signatures

Carrie A. Benedict POA for Paul N.  
Harris

08/08/2017

\*\*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 21 common shares acquired through dividend reinvestment in March 2017.
- (2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.55 to \$18.57.
- (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) This option vested in three equal annual installments ending on July 25, 2011.
- (5) This option vested in three equal annual installments ending on July 27, 2012.
- (6) This option vested in three equal annual installments ending on July 27, 2013.
- (7) This option vested in four equal annual installments ending on March 4, 2015.
- (8) This option vested in four equal annual installments ending on March 2, 2016.
- (9) This option vested in four equal annual installments ending on March 1, 2017.

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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