

KEYCORP /NEW/  
Form 4  
January 04, 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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GILLIS RUTH ANN M**

(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)  
**12/31/2016**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify  
below)

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<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.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>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: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|--|--|--|---|
| Common<br>Shares                      |   |   |   | (A)<br>or<br>(D)   |  |  |   |
|                                       |   |   | Code                                    | V  | Amount   |  | Price   |
| Common<br>Shares                      |   |   |   |  | 17,634   | D  |   |
| Common<br>Shares                      |   |   |   |  | 12,900   | I  | By Trust<br>(1)   |
| Common<br>Shares                      |   |   |   |  | 8,300  | I  | By Trust<br>(2)   |

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  
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SEC 1474  
(9-02)

number.

**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<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>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. Price<br>of Derivative<br>Security<br>(Instr. 3) |
|---|--|---|---|--------------------------------------|---|--|---|---|
|   |  |   |   | Code                                 | V   | (A)  | (D)   |   |
| Deferred<br>Shares                                  | (3)  | 12/31/2016                              |   | A                                    |   | 1,094  | (4) (4)   | Common<br>Shares 1,094 \$ 18                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| GILLIS RUTH ANN M<br>C/O KEYCORP<br>127 PUBLIC SQUARE<br>CLEVELAND, OH 44114 | X                                |

## Signatures

Carrie A. Benedict POA for Ruth Ann M. Gillis 01/04/2017

\*\*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) These shares are held in a trust for the benefit of the reporting person's children. The reporting person's spouse is trustee of the trust.

(2) These shares are held in a living trust. The reporting person is trustee of the trust.

Directors may elect to defer the payment of directors' fees into the Directors' Deferred Share Sub-Plan to the KeyCorp 2013 Equity Compensation Plan (the "Deferred Share Plan"). The deferred fees are converted into deferred shares, which are the economic equivalent of common shares.

(4) Under the terms of the Deferred Share Plan, payment of the deferred shares has been deferred until the earlier of January 2, 2019 or the death of the participant.

(5) Includes approximately 301 dividend-equivalent deferred shares accrued under the Deferred Share Plan in December 2016.

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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