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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	\$ 18.56 <u>(2) (3)</u>	145,858	D
Common Shares	08/07/2017		M	8,962	A	\$ 11.16	154,820	D
Common Shares	08/07/2017		F	5,447	D	\$ 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	\$ 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	\$ 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	\$ 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	\$ 18.33	189,284	D

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 displays a currently valid OMB control number.**

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 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. D S (1)
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## 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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