

Paine Andrew J III
 Form 4
 October 26, 2017

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 *
 Paine Andrew J III

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)
 10/26/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Co-Head Corporate Bank

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Shares | 10/24/2017 | | M | | 25,000 | A | \$ 11.16 |
| Common Shares | 10/24/2017 | | F | | 19,817 | D | \$ 18.55 |
| Common Shares | 10/24/2017 | | M | | 20,000 | A | \$ 6.12 |
| Common Shares | 10/24/2017 | | F | | 13,025 | D | \$ 18.55 |
| Common Shares | 10/24/2017 | | M | | 34,696 | A | \$ 9.26 |
| | | | | | 110,052 | D | |
| | | | | | 90,235 | D | |
| | | | | | 110,235 | D | |
| | | | | | 97,210 | D | |
| | | | | | 131,906 | D | |

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| | | | | | \$ | | | |
|---------------|------------|---|--------|---|-----------------------|--------|---|----------------------------|
| Common Shares | 10/24/2017 | S | 46,854 | D | 18.56 | 85,052 | D | |
| | | | | | <u>(1)</u> <u>(2)</u> | | | |
| Common Shares | | | | | | 29,230 | I | By spouse |
| Common Shares | | | | | | 17,918 | I | 401(k) Plan ⁽³⁾ |
| Common Shares | | | | | | 445 | I | By Paine Investments LP |

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.

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option to Buy | \$ 11.16 | 10/24/2017 | | M | 25,000 | <u>(4)</u> 07/25/2018 | Common Shares | 25,000 |
| Option to Buy | \$ 6.12 | 10/24/2017 | | M | 20,000 | 03/31/2011 ⁽⁵⁾ 06/12/2019 | Common Shares | 20,000 |
| Option to Buy | \$ 9.26 | 10/24/2017 | | M | 34,696 | <u>(6)</u> 03/04/2021 | Common Shares | 34,696 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| Paine Andrew J III C/O KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114 | Co-Head Corporate Bank |

Signatures

Carrie A. Benedict POA for Andrew J.
Paine III

10/26/2017

__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) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.52 to \$18.59.
- (2) 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.
- (3) Reported as of July 27, 2017.
- (4) This option vested in three equal annual installments ending on July 25, 2011.

This option, which was issued on June 12, 2009 in connection with KeyCorp's participation in the U.S. Treasury's Troubled Assets Relief Program ("TARP"), was fully vested on the date of grant, but not exercisable until KeyCorp's repayment of its TARP obligations (which occurred on the date shown).
- (6) This option vested in four equal annual installments ending on March 4, 2015.

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.