KEYCORP/NEW/ Form 4 October 01, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

obligations may continue. See Instruction

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(b).

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last)

(First)

(Middle)

KEYCORP /NEW/ [KEY] 3. Date of Earliest Transaction

(Month/Day/Year) 10/01/2013

X_ Director 10% Owner Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

(Check all applicable)

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

(Street)

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

CLEVELAND, OH 44114

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

6,362

Code V Amount (D) Price

Common Shares

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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exer	cisable and	7. Title and A	Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onof	Expiration D		Underlying S		Derivativ
Security	or Exercise		any	Code	Derivative	(Month/Day	Year)	(Instr. 3 and	4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities					(Instr. 5)
	Derivative				Acquired					
	Security				(A) or					
					Disposed					
					of (D)					
					(Instr. 3, 4,					
					and 5)					
									Amount	
						_			or	
						Date	Expiration	Title	Number	
						Exercisable	Date		of	
				Code V	(A) (D)				Shares	
					()					
Deferred Shares	\$ 0 (1)	10/01/2013		A	614	(2)	(2)	Common Shares	614	\$ 11.4

Reporting Owners

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

Signatures

Frank P. Esposito POA for Barbara R.
Snyder
10/01/2013

**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) Under Directors' Deferred Compensation Plan, director's fees were deferred into a Deferred Share account, which shares are convertible into Common Shares on a one to one basis.
- (2) Under the terms of the Directors' Deferred Compensation Plan, payment of the Deferred Shares has been deferred until the earlier of July 1, 2025 or the death of the participant.
- (3) Includes approximately 41 dividend-equivalent Deferred Shares accrued in September 2013.

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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