KEYCORP/NEW/ Form 4 January 05, 2016

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

3235-0287 Number: January 31, Expires:

**OMB APPROVAL** 

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Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

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

(Check all applicable)

(Middle)

3. Date of Earliest Transaction

KEYCORP /NEW/ [KEY]

(Month/Day/Year) 12/31/2015

X\_ Director 10% Owner Officer (give title Other (specify below)

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

(Street)

(First)

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

CLEVELAND, OH 44114

(City) (State) (Zip)

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

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

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

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported

D

(A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

4. Securities

Common Shares

6,817 (1)

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

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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 Exerc	cisable and	7. Title and A	Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orof Derivati	ive	Expiration D	ate	Underlying S	Securities	Deriva
Security	or Exercise		any	Code	Securities		(Month/Day/	Year)	(Instr. 3 and	4)	Securi
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired						(Instr.
	Derivative				(A) or						
	Security				Disposed of	of					
					(D)						
					(Instr. 3, 4,	,					
					and 5)						
										Amount	
							Date	Expiration	Title	Number	
							Exercisable	Date	11110	of	
				Code V	(A) (I	(D)				Shares	
Deferred Shares	(2)	12/31/2015		A	1,478		(3)	(3)	Common Shares	1,478	\$ 13

# **Reporting Owners**

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

## **Signatures**

Carrie A. Benedict POA for Barbara R.
Snyder

\*\*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 45 common shares accrued as dividends during 2015.
- Directors may elect to defer the payment of directors' fees into the Directors' Deferred Share Sub-Plan to the KeyCorp 2013 Equity
- (2) Compensation Plan (the "Deferred Share Plan"). The deferred fees are converted into deferred shares, which are the economic equivalent of common shares.
- (3) Under the terms of the Deferred Share Plan, payment of the deferred shares has been deferred until the earlier of July 1, 2025 or the death of the participant.
- (4) Includes approximately 263 dividend-equivalent deferred shares accrued under the Deferred Share Plan in December 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.

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