

Harris Paul N
Form 4
August 08, 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 *
Harris Paul N

(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)
08/04/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
General Counsel & Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Shares | 08/04/2017 | | I | | 21,151 | D | \$ 18.40 |
| Common Shares | 08/04/2017 | | M | | 46,038 | A | \$ 11.16 |
| Common Shares | 08/04/2017 | | M | | 48,531 | A | \$ 5.55 |
| Common Shares | 08/04/2017 | | M | | 38,262 | A | \$ 8.42 |
| Common Shares | 08/04/2017 | | M | | 15,056 | A | \$ 9.26 |
| | | | | | | | 0 |
| | | | | | | | 191,896 ⁽¹⁾ |
| | | | | | | | 240,427 |
| | | | | | | | 278,689 |
| | | | | | | | 293,745 |
| | | | | | | | I |
| | | | | | | | 401(k) Plan |

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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.

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(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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| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---------------|----------|------------|------|---|-----|-----|------------------|-----------------|---------------|----------------------------|
| Option to Buy | \$ 11.16 | 08/04/2017 | M | | | | (4) | 07/25/2018 | Common Shares | 46,038 |
| Option to Buy | \$ 5.55 | 08/04/2017 | M | | | | (5) | 07/27/2019 | Common Shares | 48,531 |
| Option to Buy | \$ 8.42 | 08/04/2017 | M | | | | (6) | 07/27/2020 | Common Shares | 38,262 |
| Option to Buy | \$ 9.26 | 08/04/2017 | M | | | | (7) | 03/04/2021 | Common Shares | 15,056 |
| Option to Buy | \$ 7.98 | 08/04/2017 | M | | | | (8) | 03/02/2022 | Common Shares | 40,236 |
| Option to Buy | \$ 9.33 | 08/04/2017 | M | | | | (9) | 03/01/2023 | Common Shares | 16,901 |
| Option to Buy | \$ 11.16 | 08/07/2017 | M | | | | (4) | 07/25/2018 | Common Shares | 8,962 |
| Option to Buy | \$ 5.55 | 08/07/2017 | M | | | | (5) | 07/27/2019 | Common Shares | 18,019 |
| Option to Buy | \$ 8.42 | 08/07/2017 | M | | | | (6) | 07/27/2020 | Common Shares | 11,876 |
| Option to Buy | \$ 9.26 | 08/07/2017 | M | | | | (7) | 03/04/2021 | Common Shares | 27,350 |
| Option to Buy | \$ 7.98 | 08/07/2017 | M | | | | (8) | 03/02/2022 | Common Shares | 12,989 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Harris Paul N C/O KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114 | | | General Counsel & Secretary | |

Signatures

Carrie A. Benedict POA for Paul N. Harris 08/08/2017

**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) 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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