

Fishel Brian L
 Form 3
 June 07, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Fishel Brian L | | (Month/Day/Year) | KEYCORP /NEW/ [KEY] | |
| (Last) | (First) | (Middle) | 05/29/2018 | |
| C/O KEYCORP,Â 127 PUBLIC SQUARE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| CLEVELAND,Â OHÂ 44114 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Chief Human Resources Officer | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Shares | 19,023 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|---|--|
| | Date Exercisable | Title | | | |

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| | | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|------------------------|---------------------------|------------------|---------------|----------------------------|-------------------|----------------------------|---|
| Option to Buy | 02/17/2015 ⁽¹⁾ | 02/17/2024 | Common Shares | 1,070 | \$ 12.92 | D | Â |
| Option to Buy | 02/17/2016 ⁽²⁾ | 02/16/2025 | Common Shares | 2,886 | \$ 14.11 | D | Â |
| Option to Buy | 02/17/2017 ⁽²⁾ | 02/15/2026 | Common Shares | 7,885 | \$ 10.49 | D | Â |
| Option to Buy | 02/17/2018 ⁽²⁾ | 02/20/2027 | Common Shares | 5,434 | \$ 18.96 | D | Â |
| Restricted Stock Units | Â ⁽³⁾ | Â ⁽³⁾ | Common Shares | 2,853 | \$ ⁽⁴⁾ | D | Â |
| Restricted Stock Units | Â ⁽⁵⁾ | Â ⁽⁵⁾ | Common Shares | 6,769 | \$ ⁽⁴⁾ | D | Â |
| Restricted Stock Units | Â ⁽⁶⁾ | Â ⁽⁶⁾ | Common Shares | 6,085 | \$ ⁽⁴⁾ | D | Â |
| Restricted Stock Units | Â ⁽⁷⁾ | Â ⁽⁷⁾ | Common Shares | 7,172 | \$ ⁽⁴⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fishel Brian L C/O KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114 | Â | Â | Â Chief Human Resources Officer | Â |

Signatures

Carrie A. Benedict POA for Brian L. Fishel 06/07/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Vested in four equal annual installments. This option is fully vested.
- (2) Vests in four equal annual installments, beginning on the date shown.
- (3) These restricted stock units vest in four equal annual installments. The first installment vested on February 17, 2016.
- (4) Each restricted stock unit represents the right to receive one KeyCorp common share at vesting.
- (5) These restricted stock units vest in four equal annual installments. The first installment vested on February 17, 2017.
- (6) These restricted stock units vest in four equal annual installments. The first installment vested on February 17, 2018.

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(7) These restricted stock units vest in four equal annual installments. The first installment will vest on February 17, 2019.

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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