

Harris Paul N  
 Form 4  
 February 20, 2019

**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

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)  
 02/17/2019

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Shares	02/17/2019		M	18,166 A	\$ 17.51	235,367	D
Common Shares	02/17/2019		F	5,515 D	\$ 17.51	229,852	D
Common Shares	02/18/2019		A	32,800 A	\$ 17.51	262,652	D
Common Shares	02/18/2019		F	10,067 D	\$ 17.51	252,585	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)	
					V	(A)	(D)	Date Exercisable		Expiration Date
Restricted Stock Units	(1)	02/17/2019		M		4,684	(3)	(3)	Common Shares	4,684 (4)
Restricted Stock Units	(1)	02/17/2019		M		6,687	(5)	(5)	Common Shares	6,687
Restricted Stock Units	(1)	02/17/2019		M		3,607	(7)	(7)	Common Shares	3,607
Restricted Stock Units	(1)	02/17/2019		M		3,189	(9)	(9)	Common Shares	3,189
Restricted Stock Units	(1)	02/18/2019		A		38,549	(11)	(11)	Common Shares	38,549

## 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  
02/20/2019

\*\*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) Each restricted stock unit represents the right to receive one KeyCorp common share at vesting.
- (2) These shares were received for no consideration upon the satisfaction of certain performance criteria underlying the performance share units granted on February 15, 2016.
- (3) The restricted stock units, granted on February 16, 2015, vested in four equal annual installments ending on February 17, 2019.
- (4) Includes approximately 141 dividend-equivalent restricted stock units accrued between March and December 2018.
- (5) The restricted stock units, granted on February 15, 2016, vest in four equal annual installments beginning on February 17, 2017.
- (6) Includes approximately 402 dividend-equivalent restricted stock units accrued between March and December 2018.
- (7) The restricted stock units, granted on February 20, 2017, vest in four equal annual installments beginning on February 17, 2018.
- (8) Includes approximately 325 dividend-equivalent restricted stock units accrued between March and December 2018.
- (9) The restricted stock units, granted on February 19, 2018, vest in four equal annual installments beginning on February 17, 2019.
- (10) Includes approximately 384 dividend-equivalent restricted stock units accrued between March and December 2018.
- (11) The restricted stock units, granted on February 18, 2019, vest in four equal annual installments beginning on February 17, 2020.

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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