Edgar Filing: KEYCORP /NEW/ - Form 4

KEYCORP / Form 4 May 21, 201	5 1 1							OMB AF	PROVAL	
	UNITED ST.	Washington, D.C. 20549								
Check th if no long subject to Section 1 Form 4 o Form 5 obligatio may cont <i>See</i> Instru 1(b).	ser 5 66. 5 7 Filed pursua ns tinue. Section 17(a) of	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 20(k) of the Investment Company Act of 1940							January 31, 2005 average Jirs per . 0.5	
(Print or Type I	Responses)									
1. Name and A Burke Edwa	Symbol	2. Issuer Name and Ticker or Trading Symbol KEYCORP /NEW/ [KEY]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Midd	ile) 3. Date of	3. Date of Earliest Transaction			(Check all applicable)				
127 PUBLI		(Month/Day/Year) 05/19/2015				Director 10% Owner X Officer (give title Other (specify below) below) Co-Pres., Key Community Bank				
Filed			If Amendment, Date Original led(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
	ND, OH 44114	-)					Person			
(City)	(State) (Zip	1 401				-	uired, Disposed of		-	
1.Title of Security (Instr. 3)	ar	A. Deemed xecution Date, if ny Month/Day/Year)	3. Transactic Code (Instr. 8) Code V	(Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Shares	05/19/2015		М	5,829	A	<u>(1)</u>	90,483	D		
Common Shares	05/19/2015		F	2,766	D	\$ 15.11	87,717	D		
Common Shares							6,345 <u>(2)</u>	Ι	401(k) Plan	

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

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number.

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)	4. Transactio Code (Instr. 8)	5. Number ionof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	e Expiration D	Expiration Date Ur		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
			Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	05/19/2015	М	5,829 (<u>3)</u>	(4)	(4)	Common Shares	5,829	\$

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Burke Edward J.						
127 PUBLIC SQUARE			Co-Pres., Key Community Bank			
CLEVELAND, OH 44114						
Signatures						

Michelle L. Potter POA for Edward J. Burke

**Signature of Reporting Person

Date

05/21/2015

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) Reported as of March 1, 2015.
- (3) Includes approximately 108 dividend-equivalent restricted stock units accrued between June 2014 and March 2015.
- (4) The restricted stock units, granted on May 19, 2011, fully vest on May 19, 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

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