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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SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement KEYCORP /NEW/ [KEY] Fishel Brian L (Month/Day/Year) 05/29/2018 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O KEYCORP, 127 PUBLIC (Check all applicable) **SQUARE** (Street) 6. Individual or Joint/Group 10% Owner Director _X__ Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting Chief Human Resources Officer Person CLEVELAND, OHÂ 44114 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 5) (Instr. 4) Form: Direct (D) or Indirect (I) (Instr. 5) Â Common Shares 19,023 D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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

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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	(3)	(3)	Common Shares	2,853	\$ (4)	D	Â
Restricted Stock Units	(5)	(5)	Common Shares	6,769	\$ <u>(4)</u>	D	Â
Restricted Stock Units	(6)	(6)	Common Shares	6,085	\$ (4)	D	Â
Restricted Stock Units	(7)	(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	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.

Reporting Owners 2

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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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