

DeAngelis Robert A
 Form 4
 February 20, 2019

FORM 4

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

OMB APPROVAL

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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 *
 DeAngelis Robert A

(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)
 02/15/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Dir. of Qual. & Prod. Mgmt.

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)	(A) or (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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price		
Common Shares	02/15/2019		M		31,166	\$ 5.55	D	
Common Shares	02/15/2019		S		31,166	\$ 17.37	D	
Common Shares	02/17/2019		M		9,199	17	D	
Common Shares	02/17/2019		F		4,173	\$ 17.51	D	
Common Shares	02/18/2019		A		67,345	23	D	

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Common Shares 02/18/2019 F 26,651 D \$ 17.51 211,032 D

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

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Option to Buy	\$ 5.55	02/15/2019		M	31,166	(3) 07/27/2019	Common Shares	31,166
Restricted Stock Units	(1)	02/17/2019		M	3,122	(4) (4)	Common Shares	3,122
Restricted Stock Units	(1)	02/17/2019		M	4,115	(6) (6)	Common Shares	4,115
Restricted Stock Units	(1)	02/17/2019		M	1,962	(8) (8)	Common Shares	1,962
Restricted Stock Units	(1)	02/18/2019		A	22,844	(10) (10)	Common Shares	22,844

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DeAngelis Robert A
C/O KEYCORP
127 PUBLIC SQUARE
CLEVELAND, OH 44114

Dir. of Qual. & Prod. Mgmt.

Signatures

Carrie A. Benedict POA for Robert A.
DeAngelis

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 16, 2015.
- (3) This option vested in three equal annual installments ending on July 27, 2012.
- (4) The restricted stock units, granted on February 16, 2015, vested in four equal annual installments ending on February 17, 2019.
- (5) Includes approximately 94 dividend-equivalent restricted stock units accrued between March and December 2018.
- (6) The restricted stock units, granted on February 15, 2016, vest in four equal annual installments beginning on February 17, 2017.
- (7) Includes approximately 248 dividend-equivalent restricted stock units accrued between March and December 2018.
- (8) The restricted stock units, granted on February 19, 2018, vest in four equal annual installments beginning on February 17, 2019.
- (9) Includes approximately 236 dividend-equivalent restricted stock units accrued between March and December 2018.
- (10) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.