

KEYCORP /NEW/

Form 4

March 03, 2016

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 *
 Burke Edward J.

(Last) (First) (Middle)

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)

03/01/2016

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

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

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

Co-Pres., Key Community Bank

6. Individual or Joint/Group Filing(Check
 Applicable Line)
 ____X____ 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)
Common Shares	03/01/2016		M	11,015 A	124,272	D	
Common Shares	03/01/2016		F	5,227 D	119,045	D	
Common Shares	03/02/2016		M	11,284 A	130,330	D	
Common Shares	03/02/2016		F	5,355 D	124,975	D	
Common Shares					6,480 ⁽²⁾	I	401(k) Plan

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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)		8. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	03/01/2016		M		11,015		(3)	(3)	Common Shares	11,015
Restricted Stock Units	(1)	03/02/2016		M		7,346 (5)		(6)	(6)	Common Shares	7,346
Restricted Stock Units	(1)	03/02/2016		M		3,938 (7)		(6)	(6)	Common Shares	3,938

Reporting Owners

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

Signatures

Carrie A. Benedict POA for Edward J.
Burke 03/03/2016

 **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.

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- (2) Reported as of December 31, 2015.
- (3) The restricted stock units, granted on March 1, 2013, vest in four equal annual installments.
- (4) Includes approximately 496 dividend-equivalent restricted stock units accrued between March and December 2015.
- (5) Includes approximately 180 dividend-equivalent restricted stock units accrued between March and December 2015.
- (6) The restricted stock units, granted on March 2, 2012, fully vest on March 2, 2016.
- (7) Includes approximately 97 dividend-equivalent restricted stock units accrued between March and December 2015.

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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