

KEYCORP /NEW/

Form 3

March 18, 2016

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â Terrell Kathleen F

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

03/10/2016

3. Issuer Name **and** Ticker or Trading Symbol
KEYCORP /NEW/ [KEY]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)KEYCORP,Â 127 PUBLIC
SQUARE

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
Chief Human Resources Officer6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person

CLEVELAND,Â OHÂ 44114

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Shares

41,377

D

Â

Common Shares

3,424

I

401(k) Plan

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

SEC 1473 (7-02)

**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
Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of5. Ownership
Form of
Derivative6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Options to Buy	07/21/2007 ⁽¹⁾	07/21/2016	Common Shares	6,494	\$ 36.37	D	Â
Options to Buy	07/20/2008 ⁽¹⁾	07/20/2017	Common Shares	10,714	\$ 36.2	D	Â
Options to Buy	07/25/2009 ⁽¹⁾	07/25/2018	Common Shares	10,000	\$ 11.16	D	Â
Options to Buy	07/27/2011 ⁽¹⁾	07/27/2020	Common Shares	4,481	\$ 8.42	D	Â
Options to Buy	03/04/2012 ⁽¹⁾	03/04/2021	Common Shares	11,950	\$ 9.26	D	Â
Options to Buy	03/02/2013 ⁽¹⁾	03/02/2022	Common Shares	13,750	\$ 7.98	D	Â
Options to Buy	03/01/2014 ⁽²⁾	03/01/2023	Common Shares	4,225	\$ 9.33	D	Â
Options to Buy	02/17/2015 ⁽²⁾	02/17/2024	Common Shares	2,946	\$ 12.92	D	Â
Options to Buy	02/16/2016 ⁽²⁾	02/16/2025	Common Shares	3,695	\$ 14.11	D	Â
Options to Buy	02/15/2017 ⁽²⁾	02/15/2026	Common Shares	8,177	\$ 10.49	D	Â
Restricted Stock Units	Â ⁽³⁾	Â ⁽³⁾	Common Shares	2,597	\$ ⁽⁴⁾	D	Â
Restricted Stock Units	Â ⁽⁵⁾	Â ⁽⁵⁾	Common Shares	3,765	\$ ⁽⁴⁾	D	Â
Restricted Stock Units	Â ⁽⁶⁾	Â ⁽⁶⁾	Common Shares	5,242	\$ ⁽⁴⁾	D	Â
Restricted Stock Units	Â ⁽⁷⁾	Â ⁽⁷⁾	Common Shares	10,076	\$ ⁽⁴⁾	D	Â
Deferred Shares	Â ⁽⁸⁾	Â ⁽⁸⁾	Common Shares	919	\$ ⁽⁹⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Terrell Kathleen F KEYCORP 127 PUBLIC SQUARE	Â	Â	Â Chief Human Resources Officer	Â

CLEVELAND, OH 44114

Signatures

Carrie A. Benedict POA for Kathleen F.
Terrell

03/18/2016

__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, beginning on the date shown. These options have 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 March 1, 2014.
- (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, 2015.
- (6) These restricted stock units vest in four equal annual installments. The first installment vested on February 17, 2016.
- (7) These restricted stock units vest in four equal annual installments, beginning on February 17, 2017.

- Deferred shares held in the Common Share account of the KeyCorp Deferred Savings Plan (the "Plan") are only distributable in
- (8) accordance with the terms of that Plan, which is not a date certain. Contributions to the Common Share account of the Plan were frozen beginning in 2012.
 - (9) Each deferred share represents the right to receive one KeyCorp common share at distribution.

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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