

Devine Dennis A  
Form 4  
February 20, 2019

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Devine Dennis 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)

02/17/2019

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 \_\_\_\_ Other (specify  
below) 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Shares                      | 02/17/2019                              |                                                             | M                                    | 19,396 A                                                                | \$ 17.51                                                                                                           | 150,629                                                              | D                                                                 |
| Common<br>Shares                      | 02/17/2019                              |                                                             | F                                    | 5,889 D                                                                 | \$ 17.51                                                                                                           | 144,740                                                              | D                                                                 |
| Common<br>Shares                      | 02/18/2019                              |                                                             | A                                    | 30,277 A                                                                | \$ 17.51                                                                                                           | 175,017                                                              | D                                                                 |
| Common<br>Shares                      | 02/18/2019                              |                                                             | F                                    | 9,285 D                                                                 | \$ 17.51                                                                                                           | 165,732                                                              | D                                                                 |

Reminder: Report on a separate line for each class of securities beneficially 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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                  |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|------------------------------------------------------------------|--------------------|------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                      | (A)                                                            | (D) | Date<br>Exercisable                                              | Expiration<br>Date | Title            | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock<br>Units                        | (1)                                                                   | 02/17/2019                              |                                                             | M                                       |                                                                                                        | 4,684                                                          |     | (3)                                                              | (3)                | Common<br>Shares | 4,684<br>(4)                        |
| Restricted<br>Stock<br>Units                        | (1)                                                                   | 02/17/2019                              |                                                             | M                                       |                                                                                                        | 6,172                                                          |     | (5)                                                              | (5)                | Common<br>Shares | 6,172                               |
| Restricted<br>Stock<br>Units                        | (1)                                                                   | 02/17/2019                              |                                                             | M                                       |                                                                                                        | 4,371                                                          |     | (7)                                                              | (7)                | Common<br>Shares | 4,371                               |
| Restricted<br>Stock<br>Units                        | (1)                                                                   | 02/17/2019                              |                                                             | M                                       |                                                                                                        | 4,169                                                          |     | (9)                                                              | (9)                | Common<br>Shares | 4,169                               |
| Restricted<br>Stock<br>Units                        | (1)                                                                   | 02/18/2019                              |                                                             | A                                       |                                                                                                        | 25,128                                                         |     | (11)                                                             | (11)               | Common<br>Shares | 25,128                              |
| Option to<br>Buy                                    | \$ 17.51                                                              | 02/18/2019                              |                                                             | A                                       |                                                                                                        | 35,830                                                         |     | (12)                                                             | 02/18/2029         | Common<br>Shares | 35,830                              |

## Reporting Owners

| Reporting Owner Name / Address                                             | Relationships                    |
|----------------------------------------------------------------------------|----------------------------------|
|                                                                            | Director 10% Owner Officer Other |
| Devine Dennis A<br>C/O KEYCORP<br>127 PUBLIC SQUARE<br>CLEVELAND, OH 44114 | Co-Pres., Key Community Bank     |

## Signatures

Carrie A. Benedict POA for Dennis A.  
Devine

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 15, 2016.
- (3) These restricted stock units, granted on February 16, 2015, vested in four equal annual installments ending on February 17, 2019.
- (4) Includes approximately 141 dividend-equivalent restricted stock units accrued between March and December 2018.
- (5) The restricted stock units, granted on February 15, 2016, vest in four equal annual installments beginning on February 17, 2017.
- (6) Includes approximately 371 dividend-equivalent restricted stock units accrued between March and December 2018.
- (7) The restricted stock units, granted on February 20, 2017, vest in four equal annual installments beginning on February 17, 2018.
- (8) Includes approximately 394 dividend-equivalent restricted stock units accrued between March and December 2018.
- (9) The restricted stock units, granted on February 19, 2018, vest in four equal annual installments beginning on February 17, 2019.
- (10) Includes approximately 502 dividend-equivalent restricted stock units accrued between March and December 2018.
- (11) The restricted stock units, granted on February 18, 2019, vest in four equal annual installments beginning on February 17, 2020.
- (12) The options to buy, 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.