

Fishel Brian L
 Form 4
 February 20, 2019

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 *
 Fishel Brian L

(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
 Officer (give title below) ___ Other (specify below)
 Chief Human Resources Officer

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) | 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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------|---|
| | | | | (A) or (D) | Price | | | | |
| Common Shares | 02/17/2019 | | M | 10,319 | A | 11 | 29,342 | D | |
| Common Shares | 02/17/2019 | | F | 3,107 | D | \$ | 17.51 | 26,235 | D |

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

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SEC 1474 (9-02)

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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 Securities (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|---------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (1) | 02/17/2019 | | M | | 2,927 | | (2) | (2) | Common Shares | 2,927 (3) |
| Restricted Stock Units | (1) | 02/17/2019 | | M | | 3,472 | | (4) | (4) | Common Shares | 3,472 |
| Restricted Stock Units | (1) | 02/17/2019 | | M | | 2,081 | | (6) | (6) | Common Shares | 2,081 |
| Restricted Stock Units | (1) | 02/17/2019 | | M | | 1,839 | | (8) | (8) | Common Shares | 1,839 |
| Restricted Stock Units | (1) | 02/18/2019 | | A | | 10,280 | | (10) | (10) | Common Shares | 10,280 |
| Option to Buy | \$ 17.51 | 02/18/2019 | | A | | 14,657 | | (11) | 02/18/2029 | Common Shares | 14,657 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fishel Brian L C/O KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114 | | | Chief Human Resources Officer | |

Signatures

Carrie A. Benedict POA for Brian L. Fishel
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) The restricted stock units, granted on February 16, 2015, vested in four equal annual installments ending on February 17, 2019.
- (3) Includes approximately 74 dividend-equivalent restricted stock units accrued between June and December 2018.
- (4) The restricted stock units, granted on February 15, 2016, vest in four equal annual installments beginning on February 17, 2017.
- (5) Includes approximately 175 dividend-equivalent restricted stock units accrued between June and December 2018.
- (6) The restricted stock units, granted on February 20, 2017, vest in four equal annual installments beginning on February 17, 2018.
- (7) Includes approximately 157 dividend-equivalent restricted stock units accrued between June and December 2018.
- (8) These restricted stock units, granted on February 19, 2018, vest in four equal annual installments beginning on February 17, 2019.
- (9) Includes approximately 185 dividend-equivalent restricted stock units accrued between June and December 2018.
- (10) These restricted stock units, granted on February 18, 2019, vest in four equal annual installments beginning on February 17, 2020.
- (11) 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.

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