

KEYCORP /NEW/  
Form 3  
May 30, 2014

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

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Burke Edward J.		(Month/Day/Year)	KEYCORP /NEW/ [KEY]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		05/22/2014		
127 PUBLIC SQUARE			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) Co-Pres., Key Community Bank	
CLEVELAND,Â OHÂ 44114			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. 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	67,379	D	Â
Common Shares	6,256	I	401(k) Savings 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 of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Options to Buy	07/23/2005 <sup>(1)</sup>	07/23/2014	Common Shares	19,500	\$ 29.27	D	Â
Options to Buy	07/22/2006 <sup>(1)</sup>	07/22/2015	Common Shares	19,480	\$ 34.4	D	Â
Options to Buy	07/21/2007 <sup>(1)</sup>	07/21/2016	Common Shares	29,221	\$ 36.37	D	Â
Options to Buy	07/20/2008 <sup>(1)</sup>	07/20/2017	Common Shares	42,857	\$ 36.2	D	Â
Options to Buy	07/25/2009 <sup>(1)</sup>	07/25/2008	Common Shares	65,000	\$ 11.16	D	Â
Options to Buy	03/31/2011 <sup>(2)</sup>	06/12/2019	Common Shares	48,000	\$ 6.12	D	Â
Options to Buy	07/27/2011 <sup>(1)</sup>	07/27/2020	Common Shares	50,201	\$ 8.42	D	Â
Options to Buy	05/19/2012 <sup>(3)</sup>	05/19/2021	Common Shares	46,639	\$ 8.59	D	Â
Options to Buy	03/02/2013 <sup>(3)</sup>	03/02/2022	Common Shares	57,661	\$ 7.98	D	Â
Options to Buy	03/01/2014 <sup>(3)</sup>	03/01/2023	Common Shares	18,309	\$ 9.33	D	Â
Options to Buy	02/17/2015 <sup>(3)</sup>	02/17/2024	Common Shares	14,258	\$ 12.92	D	Â
Restricted Stock Unit	Â <sup>(4)</sup>	Â <sup>(4)</sup>	Common Shares	5,721	\$ <sup>(5)</sup>	D	Â
Restricted Stock Unit	Â <sup>(6)</sup>	Â <sup>(6)</sup>	Common Shares	21,611	\$ <sup>(5)</sup>	D	Â
Restricted Stock Unit	Â <sup>(7)</sup>	Â <sup>(7)</sup>	Common Shares	31,963	\$ <sup>(5)</sup>	D	Â
Restricted Stock Unit	Â <sup>(8)</sup>	Â <sup>(8)</sup>	Common Shares	34,968	\$ <sup>(5)</sup>	D	Â
Restricted Stock Unit	Â <sup>(9)</sup>	Â <sup>(9)</sup>	Common Shares	34,968	\$ <sup>(5)</sup>	D	Â
Deferred Shares	Â <sup>(10)</sup>	Â <sup>(10)</sup>	Common Shares	10,819	\$ <sup>(11)</sup>	D	Â

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Burke Edward J.
127 PUBLIC SQUARE
CLEVELAND, OH 44114
Co-Pres., Key Community Bank

Signatures

Frank P. Esposito POA for Edward J. Burke
05/30/2014

\*\*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 three equal annual installments, beginning on the date shown. These options have fully vested.
These options, which were issued on June 12, 2009 in connection with KeyCorp's participation in the U.S. Treasury's Troubled Assets Relief Program ("TARP"), were fully vested on the date of grant, but not exercisable until KeyCorp's repayment of its TARP obligations (which occurred on the date shown).
(2) Relief Program ("TARP"), were fully vested on the date of grant, but not exercisable until KeyCorp's repayment of its TARP obligations (which occurred on the date shown).
(3) Vests in four equal annual installments, beginning on the date shown.
(4) These restricted stock units vest in four equal annual installments. The first installment vested on May 19, 2012.
(5) Each restricted stock unit represents the right to receive one KeyCorp common share at vesting.
(6) These restricted stock units vest in four equal annual installments. The first installment vested on March 2, 2013.
(7) These restricted stock units vest in four equal annual installments. The first installment vested on March 1, 2014.
(8) These restricted stock units vest in four equal annual installments beginning on February 17, 2015.
(9) These restricted stock units will vest in full on February 17, 2017.
Deferred shares held in the Common Share account of the KeyCorp Deferred Savings Plan (the "Plan") are only distributable in 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.
(10) 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.
(11) 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. 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.