

KEYCORP /NEW/
Form 4
March 03, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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
 Officer (give title below) ___ Other (specify below)
Co-Pres., Key Community Bank

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)
			Code	V	Amount or Price		
Common Shares	03/01/2016		M		11,015 A <u>11</u>	124,272	D
Common Shares	03/01/2016		F		5,227 D \$ 10.9	119,045	D
Common Shares	03/02/2016		M		11,284 A <u>11</u>	130,330	D
Common Shares	03/02/2016		F		5,355 D \$ 11.31	124,975	D
Common Shares						6,480 <u>2</u>	I 401(k) Plan

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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.

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