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KEVCODD /NEW/

Form 4											
March 03, 20									OMB AF	PPROVAL	
				ECURITIES AND EXCHANGE COMM Washington, D.C. 20549					OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or			F CHAN	S CHANGES IN BENEFICIAL OWNERSHIP						January 31, 2005 average rs per 0.5	
Form 5 obligatio may cont <i>See</i> Instru 1(b).	ns Section 1 inue. uction	7(a) of the	Public U		ling Con	npan	y Act of	e Act of 1934, 1935 or Section 0	1		
(Print or Type I											
			Symbol	Name and			ng	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Chec					c all applicable)			
•			(Month/D 03/01/2	•				Director 10% Owner X Officer (give title Other (specify below) below) Director, Corporate Center			
	(Street) 4. If Amer Filed(Mon				-	1		6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person			
CLEVELAN	ND, OH 44114							Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Da any (Month/Day/Y			3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose 4 and	d of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Shares	03/01/2017			М	5,293	А	<u>(1)</u>	70,459	D		
Common Shares	03/01/2017			F	1,766	D	\$ 19.36	68,693	D		

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

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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. Transacti Code (Instr. 8)	Transaction of Derivative Code Securities		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)	03/01/2017		М	5,293 (2)	(3)	(3)	Common Shares	5,293	\$

Reporting Owners

Reporting Owner Name / Address				Relationships				
1	Director	10% Owner		Officer	Other			
Evans Trina M C/O KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114				Director, Corporate Center				
Signatures								
Carrie A. Benedict POA for Tr Evans	ina M.	0)3/(03/2017				

<u>**</u>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) Includes approximately 166 dividend-equivalent restricted stock units accrued between March and December 2016.

(3) The restricted stock units, granted on March 1, 2013, vested in four equal annual installments ending on March 1, 2017.

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.