

Fishel Brian L
 Form 3
 June 07, 2018

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

OMB APPROVAL

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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 and Ticker or Trading Symbol	
Â Fishel Brian L		(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)
		05/29/2018		
C/O KEYCORP,Â 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
CLEVELAND,Â OHÂ 44114			(give title below)	(specify below)
(City)	(State)	(Zip)	Chief Human Resources Officer	6. Individual or Joint/Group Filing(Check Applicable Line)
				<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	19,023	D	Â

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

SEC 1473 (7-02)

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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 Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

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	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Option to Buy	02/17/2015 ⁽¹⁾ 02/17/2024	Common Shares 1,070 \$ 12.92	D Â
Option to Buy	02/17/2016 ⁽²⁾ 02/16/2025	Common Shares 2,886 \$ 14.11	D Â
Option to Buy	02/17/2017 ⁽²⁾ 02/15/2026	Common Shares 7,885 \$ 10.49	D Â
Option to Buy	02/17/2018 ⁽²⁾ 02/20/2027	Common Shares 5,434 \$ 18.96	D Â
Restricted Stock Units	Â ⁽³⁾ Â ⁽³⁾	Common Shares 2,853 \$ ⁽⁴⁾	D Â
Restricted Stock Units	Â ⁽⁵⁾ Â ⁽⁵⁾	Common Shares 6,769 \$ ⁽⁴⁾	D Â
Restricted Stock Units	Â ⁽⁶⁾ Â ⁽⁶⁾	Common Shares 6,085 \$ ⁽⁴⁾	D Â
Restricted Stock Units	Â ⁽⁷⁾ Â ⁽⁷⁾	Common Shares 7,172 \$ ⁽⁴⁾	D Â

Reporting Owners

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

Signatures

Carrie A. Benedict POA for Brian L. Fishel 06/07/2018

**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 four equal annual installments. This option is fully vested.
- (2) Vests in four equal annual installments, beginning on the date shown.
- (3) These restricted stock units vest in four equal annual installments. The first installment vested on February 17, 2016.
- (4) Each restricted stock unit represents the right to receive one KeyCorp common share at vesting.
- (5) These restricted stock units vest in four equal annual installments. The first installment vested on February 17, 2017.
- (6) These restricted stock units vest in four equal annual installments. The first installment vested on February 17, 2018.

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(7) These restricted stock units vest in four equal annual installments. The first installment will vest on February 17, 2019.

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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