

KEYCORP /NEW/  
Form 4  
February 03, 2017

**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 \*  
Crosby Gary M

(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)  
02/01/2017

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Shares                   | 02/01/2017                           |  | M                              | V   | 21,149  | A  | \$ 12.83 769,911 D                |
| Common Shares                   | 02/01/2017                           |  | F                              |   | 17,575  | D  | \$ 18.15 752,336 D                |
| Common Shares                   | 02/01/2017                           |  | M                              |   | 31,157  | A  | \$ 16.41 783,493 D                |
| Common Shares                   | 02/01/2017                           |  | F                              |   | 29,328  | D  | \$ 18.12 754,165 D                |
| Common Shares                   | 02/01/2017                           |  | M                              |   | 40,421  | A  | \$ 15.68 794,586 D                |

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|               |            |   |         |   |          |           |   |             |
|---------------|------------|---|---------|---|----------|-----------|---|-------------|
| Common Shares | 02/01/2017 | F | 36,949  | D | \$ 18.14 | 757,637   | D |             |
| Common Shares | 02/01/2017 | M | 72,784  | A | \$ 11.19 | 830,421   | D |             |
| Common Shares | 02/01/2017 | F | 55,192  | D | \$ 18.15 | 775,229   | D |             |
| Common Shares | 02/01/2017 | M | 101,382 | A | \$ 10.07 | 876,611   | D |             |
| Common Shares | 02/01/2017 | F | 77,702  | D | \$ 18.14 | 798,909   | D |             |
| Common Shares | 02/01/2017 | M | 214,844 | A | \$ 10.54 | 1,013,753 | D |             |
| Common Shares | 02/01/2017 | F | 171,203 | D | \$ 18.16 | 842,550   | D |             |
| Common Shares |            |   |         |   |          | 641       | I | 401(k) Plan |

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. 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 Number Shares                                    |
| Option to Buy                              | \$ 12.83   | 02/01/2017                           |  | M                              | 21,149  | <u>(1)</u> 07/13/2019                                    | Common Shares 21,14   |
| Option to Buy                              | \$ 16.41   | 02/01/2017                           |  | M                              | 31,157  | <u>(3)</u> 01/25/2020                                    | Common Shares 31,15   |
| Option to Buy                              | \$ 15.68   | 02/01/2017                           |  | M                              | 40,421  | <u>(4)</u> 01/24/2021                                    | Common Shares 40,42   |
| Option to Buy                              | \$ 11.19   | 02/01/2017                           |  | M                              | 72,784  | <u>(5)</u> 08/05/2021 <sup>(6)</sup>                     | Common Shares 72,78   |
| Option to Buy                              | \$ 10.07   | 02/01/2017                           |  | M                              | 101,382   | <u>(7)</u> 08/05/2017 <sup>(6)</sup>                     | Common Shares 101,38  |

|                  |          |            |   |         |            |                           |                  |       |
|------------------|----------|------------|---|---------|------------|---------------------------|------------------|-------|
| Option<br>to Buy | \$ 10.54 | 02/01/2017 | M | 214,844 | <u>(8)</u> | 08/05/2017 <sup>(6)</sup> | Common<br>Shares | 214,8 |
|------------------|----------|------------|---|---------|------------|---------------------------|------------------|-------|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Crosby Gary M<br>C/O KEYCORP<br>127 PUBLIC SQUARE<br>CLEVELAND, OH 44114 |               | X         |         |       |

## Signatures

|  |            |
|--|------------|
| Carrie A. Benedict POA for Gary M.<br>Crosby | 02/03/2017 |
|--|------------|

  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) This option vested in three equal annual installments ending on July 13, 2012.  
This option was assumed by KeyCorp in the merger with First Niagara Financial Group, Inc. ("FNFG") and converted into a stock option
- (2) exercisable for a number of whole shares (rounded down to the nearest whole share) equal to (i) the number of shares of FNFG common stock subject to such option multiplied by (ii) 0.88.
- (3) This option vested in three equal annual installments ending on January 25, 2013.
- (4) This option vested in three equal annual installments ending on January 24, 2014.
- (5) This option vested in three equal annual installments ending on March 30, 2015.
- (6) The expiration date of this option was accelerated in connection with the merger of KeyCorp and FNFG pursuant to the terms of the plan under which the option was granted.
- (7) This option vested in three equal annual installments ending on March 28, 2016.
- (8) This option fully vested on August 5, 2016 in connection with the merger of KeyCorp and FNFG.

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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