

Ryan Kevin Thomas
 Form 4
 February 20, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 *
 Ryan Kevin Thomas

(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)
 02/17/2019

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)
 Chief Risk Review Officer

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)
				(A) or (D) Code V Amount (D) Price			
Common Shares	02/17/2019		M	10,958 A <u>(1)</u>	85,108	D	
Common Shares	02/17/2019		F	3,328 D \$ 17.51	81,780	D	
Common Shares					12,859 <u>(2)</u>	I	401(k) Plan

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

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number.

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 Security (Instr. 3 and 4)	
					V	(A)	(D)	Date Exercisable		Expiration Date
Restricted Stock Units	(1)	02/17/2019		M		3,220	(3)	(3)	Common Shares	3,220 (4)
Restricted Stock Units	(1)	02/17/2019		M		4,244	(5)	(5)	Common Shares	4,244
Restricted Stock Units	(1)	02/17/2019		M		1,924	(7)	(7)	Common Shares	1,924
Restricted Stock Units	(1)	02/17/2019		M		1,570	(9)	(9)	Common Shares	1,570
Restricted Stock Units	(1)	02/18/2019		A		7,310	(11)	(11)	Common Shares	7,310
Option to Buy	\$ 17.51	02/18/2019		A		10,423	(12)	02/18/2029	Common Shares	10,423

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ryan Kevin Thomas C/O KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114			Chief Risk Review Officer	

Signatures

Carrie A. Benedict POA for Kevin T. Ryan
02/20/2019

**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) Reported as of February 8, 2019.
- (3) The restricted stock units, granted on February 16, 2015, vested in four equal annual installments ending on February 17, 2019.
- (4) Includes approximately 97 dividend-equivalent restricted stock units accrued between March and December 2018.
- (5) The restricted stock units, granted on February 15, 2016, vest in four equal annual installments beginning on February 17, 2017.
- (6) Includes approximately 255 dividend-equivalent restricted stock units accrued between March and December 2018.
- (7) The restricted stock units, granted on February 20, 2017, vest in four equal annual installments beginning on February 17, 2018.
- (8) Includes approximately 174 dividend-equivalent restricted stock units accrued between March and December 2018.
- (9) The restricted stock units, granted on February 19, 2018, vest in four equal annual installments beginning on February 17, 2019.
- (10) Includes approximately 189 dividend-equivalent restricted stock units accrued between March and December 2018.
- (11) The restricted stock units, granted on February 18, 2019, vest in four equal annual installments beginning on February 17, 2020.
- (12) The options to buy, granted on February 18, 2019, vest in four equal annual installments beginning on February 17, 2020.

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.