

KEYCORP /NEW/
Form 3
January 20, 2017

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 *

Â Buffie Craig A

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/12/2017

3. Issuer Name **and** Ticker or Trading Symbol
KEYCORP /NEW/ [KEY]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
Chief Human Resources Officer

6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

C/O KEYCORP,Â 127 PUBLIC
SQUARE

(Street)

CLEVELAND,Â OHÂ 44114

(City)

(State)

(Zip)

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

47,566

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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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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)

Date Exercisable

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Options to Buy	03/01/2014 ⁽¹⁾	03/01/2023	Common Shares	4,225	\$ 9.33	D Â
Options to Buy	02/17/2015 ⁽¹⁾	02/17/2024	Common Shares	12,167	\$ 12.92	D Â
Options to Buy	02/16/2016 ⁽¹⁾	02/16/2025	Common Shares	13,856	\$ 14.11	D Â
Options to Buy	02/15/2017 ⁽¹⁾	02/15/2026	Common Shares	30,373	\$ 10.49	D Â
Restricted Stock Units	Â ⁽²⁾	Â ⁽²⁾	Common Shares	7,057	\$ ⁽³⁾	D Â
Restricted Stock Units	Â ⁽⁴⁾	Â ⁽⁴⁾	Common Shares	10,561	\$ ⁽³⁾	D Â
Restricted Stock Units	Â ⁽⁵⁾	Â ⁽⁵⁾	Common Shares	13,355	\$ ⁽³⁾	D Â
Restricted Stock Units	Â ⁽⁶⁾	Â ⁽⁶⁾	Common Shares	25,423	\$ ⁽³⁾	D Â

Reporting Owners

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

Signatures

Carrie A. Benedict POA for Craig A.
Buffie 01/20/2017

__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) Vests in four equal annual installments, beginning on the date shown.

(2) These restricted stock units vest in four equal annual installments. The first installment vested on March 1, 2014.

(3) Each restricted stock unit represents the right to receive one KeyCorp common share at vesting.

(4) These restricted stock units vest in four equal annual installments. The first installment vested on February 17, 2015.

(5) These restricted stock units vest in four equal annual installments. The first installment vested on February 17, 2016.

(6) These restricted stock units vest in four equal annual installments, beginning on February 17, 2017.

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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