KEYCORP /NEW/ Form 4 March 04, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Morris Robert L			2. Issuer Name and Ticker or Trading Symbol KEYCORP /NEW/ [KEY]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)			
			(Month/Day/Year)	Director 10% Owner			
KEYCORP, 127 PUBLIC SQUARE			03/01/2014	_X_ Officer (give title Other (spectibelow) Chief Accounting Officer			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
CLEVELAND, OH 44114				Form filed by More than One Reporting Person			

(City)	(State) (Zip) Tabl	e I - Non-D	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	ties Acquired sposed of (D) 4 and 5) (A) or		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 Beneficial Ownership (Instr. 4)	
Common Shares	03/01/2014		Code V M	Amount 2,174	(D)	Price (1)	21,423	D	
Common Shares	03/01/2014		F	698	D	\$ 13.17	20,725	D	
Common Shares	03/02/2014		M	2,147	A	<u>(1)</u>	22,871	D	
Common Shares	03/02/2014		F	706	D	\$ 13.17	22,165	D	
Common Shares							15,974 <u>(2)</u>	I	401(k) Plan

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

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SEC 1474 (9-02)

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)	4. Transactic Code (Instr. 8)	Secur Acqu (A) o Dispo (D)	urities uired or posed of tr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Instr
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	03/01/2014	M		2,174	(3)	(3)	Common Shares	2,174	\$
Restricted Stock Units	<u>(1)</u>	03/02/2014	M		2,147	<u>(5)</u>	<u>(5)</u>	Common Shares	2,147	\$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Morris Robert L KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114

Chief Accounting Officer

Signatures

Frank P. Esposito POA for Robert L.
Morris
03/04/2014

**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 December 31, 2013.

Reporting Owners 2

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- (3) The restricted stock units, granted on March 1, 2013, vest in four equal annual installments beginning on March 1, 2014.
- (4) Includes approximately 132 dividend-equivalent restricted stock units accrued between June and December 2013.
- (5) The restricted stock units, granted on March 2, 2012, vest in four equal annual installments that began on the first anniversary of the grant date.
- (6) Includes approximately 121 dividend-equivalent restricted stock units accrued between March and December 2013.

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.