Midkiff Mark W Form 3 January 30, 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement KEYCORP /NEW/ [KEY] Midkiff Mark W (Month/Day/Year) 01/23/2018 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O KEYCORP, 127 PUBLIC (Check all applicable) **SQUARE** (Street) 6. Individual or Joint/Group 10% Owner Director \_X\_\_ Officer Other Filing(Check Applicable Line) (give title below) (specify below) \_X\_ Form filed by One Reporting Chief Risk Officer Person CLEVELAND, OHÂ 44114 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 4. Nature of Indirect Beneficial Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Common Shares 0 D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of 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 3. Title and Amount of 6. Nature of Indirect 2. Date Exercisable and **Expiration Date** Securities Underlying (Instr. 4) Conversion Ownership Beneficial Ownership (Month/Day/Year) **Derivative Security** or Exercise Form of (Instr. 5) (Instr. 4) Price of Derivative Derivative Security: Title Direct (D) Security

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Date Expiration Amount or or Indirect Exercisable Date Number of (I) (Instr. 5) Shares Common  $\hat{A}^{(1)}$  $\hat{A}^{(1)}$ \$ (2) Â **Restricted Stock Units** 51,425 D Shares

#### **Reporting Owners**

Reporting Owner Name / Address
Director 10% Owner Officer Other

Midkiff Mark W
C/O KEYCORP
127 PUBLIC SQUARE
CLEVELAND, OHÂ 44114
 Â Â Chief Risk Officer Â

### **Signatures**

Carrie A. Benedict POA for Mark W.
Midkiff
01/30/2018

\*\*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) These restricted stock units vest in three equal annual installments, beginning on January 22, 2019.
- (2) Each restricted stock unit represents the right to receive one KeyCorp common share at vesting.

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.

Reporting Owners 2