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CUTLER ALEXANDER M

Form 4 July 02, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

response...

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

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obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * **CUTLER ALEXANDER M**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

below)

(Last)

(First)

(Middle)

KEYCORP /NEW/ [KEY] 3. Date of Earliest Transaction

(Month/Day/Year)

06/30/2018

X_ Director

10% Owner

Other (specify

ship 7. Nature of

Indirect Beneficial Ownership (Instr. 4)

rect

C/O KEYCORP, 127 PUBLIC **SQUARE**

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

CLEVELAND, OH 44114

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Acquired	5. Amount of	6. Owners
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Dis	sposed of	Securities	Form: Dir
(Instr. 3)		any	Code	(D)		Beneficially	(D) or
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I
						Following	(Instr. 4)
					(A)	Reported	
					or	Transaction(s)	
			Code V	Amount	(D) Price	(Instr. 3 and 4)	
Common Shares	07/01/2018		M	27,828	A (1)	82,828	D
Common Shares	07/01/2018		M	92,941	A (2)	175,769	D

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. Transactio Code (Instr. 8)	Secur Secur Acqui Dispo		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 or Number of Share
Deferred Shares	<u>(1)</u>	06/30/2018		A	831		<u>(3)</u>	(3)	Common Shares	831
Deferred Shares	<u>(1)</u>	07/01/2018		M		27,828	07/01/2018	07/01/2018	Common Shares	27,828
Deferred Shares	<u>(2)</u>	07/01/2018		M		92,941	07/01/2018	07/01/2018	Common Shares	92,941

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
CUTLER ALEXANDER M C/O KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114	X						

Signatures

Carrie A. Benedict POA for Alexander M.
Cutler 07/02/2018

**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).
- Directors may elect to defer the payment of directors' fees into the Directors' Deferred Share Sub-Plan to the KeyCorp 2013 Equity

 (1) Compensation Plan (the "Deferred Share Plan"). The deferred fees are converted into deferred shares, which are the economic equivalent of common shares.
- Prior to 2014, directors were permitted to defer the payment of directors' fees into the KeyCorp Second Directors' Deferred Compensation (2) Plan ("Deferred Compensation Plan"). The deferred fees were converted to deferred shares, which are the economic equivalent of common shares. These deferred shares are being distributed as common shares pursuant to the terms of the Deferred Compensation Plan.
- (3) Under the terms of the Deferred Share Plan, payment of the deferred shares has been deferred until the earlier of July 1, 2022 or the death of the participant.
- (4) Includes approximately 477 dividend-equivalent deferred shares accrued under the Deferred Share Plan in June 2018.

(5)

Reporting Owners 2

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Includes approximately 8,546 dividend-equivalent deferred shares accrued under the Deferred Compensation Plan between March 2014 and June 2018.

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