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 Number:

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Check this box

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Hartmann William L.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Chief Risk Officer

(Last)

(First) (Middle)

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

(Month/Day/Year)

03/01/2014

Director X_ Officer (give title 10% Owner

C/O KEYCORP, 127 PUBLIC

(Street)

SQUARE

below)

Other (specify

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

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

CLEVELAND, OH 44114

(City)	(State)	(Zip) Tabl	e I - Non-D	D erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	nsaction Date 2A. Deemed h/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Shares	03/01/2014		M	6,794	A	<u>(1)</u>	62,461	D	
Common Shares	03/01/2014		F	2,232	D	\$ 13.17	60,229	D	
Common Shares	03/02/2014		M	7,642	A	<u>(1)</u>	67,871	D	
Common Shares	03/02/2014		F	2,511	D	\$ 13.17	65,359	D	

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number on f 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 Amour Underlying Security (Instr. 3 and 4)		Securities	8. Pr Deriv Secu (Instr	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	03/01/2014		M	6,794	(2)	<u>(2)</u>	Common Shares	6,794	\$
Restricted Stock Units	(1)	03/02/2014		M	5,366	<u>(4)</u>	<u>(4)</u>	Common Shares	5,366	\$
Restricted Stock Units	<u>(1)</u>	03/02/2014		M	2,276	<u>(4)</u>	<u>(4)</u>	Common Shares	2,276	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting o mior runne, runness	Director	10% Owner	Officer	Other			
Hartmann William L. C/O KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114			Chief Risk Officer				
Cianaturas							

Signatures

Frank P. Esposito POA for William L.
Hartmann

03/04/2014

**Signature of Reporting Person Date

Reporting Owners 2

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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) The restricted stock units, granted on March 1, 2013, vest in four equal annual installments beginning on March 1, 2014.
- (3) Includes approximately 380 dividend-equivalent restricted stock units accrued between June and December 2013.
- (4) 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.
- (5) Includes approximately 329 dividend-equivalent restricted stock units accrued between March and December 2013.
- (6) Includes approximately 140 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.