KEYCORP/NEW/ Form 4 April 02, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue.

See Instruction 1(b).

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 * COOLEY CHARLES P

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First) (Middle) KEYCORP /NEW/ [KEY] 3. Date of Earliest Transaction

(Month/Day/Year) 04/01/2014

X_ Director 10% Owner Officer (give title Other (specify

(Check all applicable)

below)

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

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

6. Individual or Joint/Group Filing(Check

Applicable Line)

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 Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported

Beneficial Ownership (Instr. 4)

Indirect

(A) or

4. Securities

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

3,000 D

Common Shares

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)

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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. Transacti Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pric Deriva Securi (Instr.
Defermed				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Shares	<u>(1)</u>	04/01/2014		A	1,334	(2)	(2)	Common Shares	1,334	\$ 14

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 8	Director	10% Owner	Officer	Other		
COOLEY CHARLES P						
C/O KEYCORP	X					
127 PUBLIC SQUARE	Λ					
CLEVELAND, OH 44114						

Signatures

Frank P. Esposito, Jr. POA for Charles P.
Cooley

**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).
- Beginning in January 2014, directors may elect to defer the payment of directors' fees into the Directors' Deferred Share Sub-Plan to the (1) KeyCorp 2013 Equity Compensation Plan (the "Deferred Share Plan"). The fees are converted into deferred shares, which are the economic equivalent of one common share.
- (2) Under the terms of the Deferred Share Plan, payment of the deferred shares has been deferred until the earlier of October 1, 2027 or the death of the participant.
- (3) Includes 296 dividend-equivalent deferred shares accrued under the Deferred Share Plan between July 2013 and March 2014.

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.

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