Gorman Christopher M.
Form 4
February 20, 2019

FORM 4

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

STATEMENT OF CHANGES IN 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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Gorman Christopher M.

(Last) (First) (Middle)

C/O KEYCORP, 127 PUBLIC SQUARE

(Street)

CLEVELAND, OH 44114

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
KEYCORP /NEW/ [KEY]

3. Date of Earliest Transaction (Month/Day/Year)
02/17/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Pres. of Banking & Vice Chair

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	02/17/2019		M		70,278	A	(1)	373,222 (2)	D	
Common Shares	02/17/2019		F		31,873	D	$ 17.51	341,349	D	
Common Shares	02/18/2019		A		121,111	A	(3)	462,460	D	
Common Shares	02/18/2019		F		54,972	D	$ 17.51	407,488	D	
Common Shares								3,732 (4)	I	401(k) Plan

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. Transaction Code (Instr. 8)		5. Number of 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 Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	02/17/2019		M			19,516	(5)	(5)	Common Shares	19,5 (6)
Restricted Stock Units	(1)	02/17/2019		M			24,692	(7)	(7)	Common Shares	24,6
Restricted Stock Units	(1)	02/17/2019		M			13,318	(9)	(9)	Common Shares	13,3
Restricted Stock Units	(1)	02/17/2019		M			12,753	(11)	(11)	Common Shares	12,7
Restricted Stock Units	(1)	02/18/2019		A		63,963		(13)	(13)	Common Shares	63,9
Option to Buy	$ 17.51	02/18/2019		A		91,205		(14)	02/18/2029	Common Shares	91,2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gorman Christopher M. C/O KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114			Pres. of Banking & Vice Chair	

Signatures

Carrie A. Benedict POA for Christopher M. Gorman	02/20/2019
**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)	Includes approximately 4,018 common shares acquired through dividend reinvestments between September and December 2018 and approximately 235 common shares acquired under the KeyCorp Amended and Restated Discount Stock Purchase Plan between August 2018 and February 2019.
(3)	These shares were received for no consideration upon the satisfaction of certain performance criteria underlying the performance share units granted on February 15, 2016.
(4)	Reported as of February 8, 2019.
(5)	The restricted stock units, granted on February 16, 2015, vested in four equal annual installments ending on February 17, 2019.
(6)	Includes approximately 587 dividend-equivalent restricted stock units accrued between March and December 2018.
(7)	The restricted stock units, granted on February 15, 2016, vest in four equal annual installments beginning on February 17, 2017.
(8)	Includes approximately 1,485 dividend-equivalent restricted stock units accrued between March and December 2018.
(9)	The restricted stock units, granted on February 20, 2017, vest in four equal annual installments beginning on February 17, 2018.
(10)	Includes approximately 1,202 dividend-equivalent restricted stock units accrued between March and December 2018.
(11)	The restricted stock units, granted on February 19, 2018, vest in four equal annual installments beginning on February 17, 2019.
(12)	Includes approximately 1,534 dividend-equivalent restricted stock units accrued between March and December 2018.
(13)	The restricted stock units, granted on February 18, 2019, vest in four equal annual installments beginning on February 17, 2020.
(14)	The options to buy, granted on February 18, 2019, vest in four equal annual installments beginning on February 17, 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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