

KEYCORP /NEW/  
Form 3  
May 30, 2014

**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 Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol  |  |
| Â Devine Dennis A                         |         | (Month/Day/Year)                     | KEYCORP /NEW/ [KEY]   |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer  | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|   |         | 05/22/2014                           |   |  |
| 127 PUBLIC SQUARE                         |         |                                      | (Check all applicable)  |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)<br>Co-Pres., Key Community Bank |  |
| CLEVELAND,Â OHÂ 44114                     |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)  |  |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Shares                      | 5,474  | D   | Â  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|--|--|
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of  |  |

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|                       |                           |                  |               | Shares |                   | (I)<br>(Instr. 5) |   |
|-----------------------|---------------------------|------------------|---------------|--------|-------------------|-------------------|---|
| Options to Buy        | 03/01/2014 <sup>(1)</sup> | 03/01/2023       | Common Shares | 14,084 | \$ 9.33           | D                 | Â |
| Options to Buy        | 02/17/2015 <sup>(1)</sup> | 02/17/2024       | Common Shares | 10,931 | \$ 12.92          | D                 | Â |
| Restricted Stock Unit | Â <sup>(2)</sup>          | Â <sup>(2)</sup> | Common Shares | 83,753 | \$ <sup>(3)</sup> | D                 | Â |
| Restricted Stock Unit | Â <sup>(4)</sup>          | Â <sup>(4)</sup> | Common Shares | 24,587 | \$ <sup>(3)</sup> | D                 | Â |
| Restricted Stock Unit | Â <sup>(5)</sup>          | Â <sup>(5)</sup> | Common Shares | 26,808 | \$ <sup>(3)</sup> | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| Devine Dennis A<br>127 PUBLIC SQUARE<br>CLEVELAND, OH 44114 | Â             | Â         | Â Co-Pres., Key Community Bank | Â     |

## Signatures

Frank P. Esposito POA for Dennis A.  
Devine 05/30/2014

\_\_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) Vests in four equal annual installments, beginning on the date shown.
- (2) These restricted stock units vest in four equal annual installments. The first installment vested on August 27, 2013.
- (3) Each restricted stock unit represents the right to receive one KeyCorp common share at vesting.
- (4) These restricted stock units vest in four equal annual installments. The first installment vested on March 1, 2014.
- (5) These restricted stock units vest in four equal annual installments beginning on February 17, 2015.

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.