

DeAngelis Robert A  
 Form 3  
 March 22, 2013

**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 DeAngelis Robert A		(Month/Day/Year)	KEYCORP /NEW/ [KEY]	
(Last)	(First)	(Middle)	03/14/2013	
C/O KEYCORP,Â 127 PUBLIC SQUARE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
CLEVELAND,Â OHÂ 44114			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(State)			(give title below)	(specify below)
(Zip)			Dir, Enterprise Program Mgmt	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Shares	81,809	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 (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title		

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				Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Option to Buy	12/29/2007 <sup>(1)</sup>	12/29/2016	Common Shares	26,000	\$ 38.15	D	^
Option to Buy	07/20/2008 <sup>(1)</sup>	07/20/2017	Common Shares	23,571	\$ 36.2	D	^
Option to Buy	07/25/2009 <sup>(1)</sup>	07/25/2018	Common Shares	40,000	\$ 11.16	D	^
Option to Buy	07/27/2010 <sup>(1)</sup>	07/27/2019	Common Shares	46,750	\$ 5.55	D	^
Option to Buy	07/27/2011 <sup>(2)</sup>	07/27/2020	Common Shares	36,464	\$ 8.42	D	^
Option to Buy	03/04/2012 <sup>(3)</sup>	03/04/2021	Common Shares	30,841	\$ 9.26	D	^
Option to Buy	03/02/2013 <sup>(3)</sup>	03/02/2022	Common Shares	53,225	\$ 7.98	D	^
Option to Buy	03/01/2014 <sup>(3)</sup>	03/01/2023	Common Shares	11,267	\$ 9.33	D	^
Restricted Stock Units	03/01/2014 <sup>(3)</sup>	03/01/2017 <sup>(3)</sup>	Common Shares	25,723	\$ <sup>(4)</sup>	D	^

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DeAngelis Robert A C/O KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114	^	^	^ Dir, Enterprise Program Mgmt	^

## Signatures

Frank P. Esposito POA for Robert A.  
DeAngelis

03/22/2013

\*\*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) Vested in three equal annual installments. Options are fully vested.
- (2) Vests in three equal annual installments. First vesting occurred on the date shown.
- (3) Vests in four equal annual installments beginning on the date shown.
- (4) Conversion to Common Shares is on a one-for-one basis.

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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