

DeAngelis Robert A
Form 3
March 22, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 and 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 | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | Dir, Enterprise Program Mgmt | <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 | | |

Edgar Filing: DeAngelis Robert A - Form 3

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

Reporting Owners

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

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.

Edgar Filing: DeAngelis Robert A - Form 3

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.