

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 and Ticker or Trading Symbol	
Â Burke Edward J.		(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)
127 PUBLIC SQUARE			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
CLEVELAND,Â OHÂ 44114			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below) (specify below)	
			Co-Pres., Key Community Bank	
			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	67,379	D	Â
Common Shares	6,256	I	401(k) Savings Plan

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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Options to Buy	07/23/2005 ⁽¹⁾	07/23/2014	Common Shares	19,500	\$ 29.27	D	Â
Options to Buy	07/22/2006 ⁽¹⁾	07/22/2015	Common Shares	19,480	\$ 34.4	D	Â
Options to Buy	07/21/2007 ⁽¹⁾	07/21/2016	Common Shares	29,221	\$ 36.37	D	Â
Options to Buy	07/20/2008 ⁽¹⁾	07/20/2017	Common Shares	42,857	\$ 36.2	D	Â
Options to Buy	07/25/2009 ⁽¹⁾	07/25/2008	Common Shares	65,000	\$ 11.16	D	Â
Options to Buy	03/31/2011 ⁽²⁾	06/12/2019	Common Shares	48,000	\$ 6.12	D	Â
Options to Buy	07/27/2011 ⁽¹⁾	07/27/2020	Common Shares	50,201	\$ 8.42	D	Â
Options to Buy	05/19/2012 ⁽³⁾	05/19/2021	Common Shares	46,639	\$ 8.59	D	Â
Options to Buy	03/02/2013 ⁽³⁾	03/02/2022	Common Shares	57,661	\$ 7.98	D	Â
Options to Buy	03/01/2014 ⁽³⁾	03/01/2023	Common Shares	18,309	\$ 9.33	D	Â
Options to Buy	02/17/2015 ⁽³⁾	02/17/2024	Common Shares	14,258	\$ 12.92	D	Â
Restricted Stock Unit	Â ⁽⁴⁾	Â ⁽⁴⁾	Common Shares	5,721	\$ ⁽⁵⁾	D	Â
Restricted Stock Unit	Â ⁽⁶⁾	Â ⁽⁶⁾	Common Shares	21,611	\$ ⁽⁵⁾	D	Â
Restricted Stock Unit	Â ⁽⁷⁾	Â ⁽⁷⁾	Common Shares	31,963	\$ ⁽⁵⁾	D	Â
Restricted Stock Unit	Â ⁽⁸⁾	Â ⁽⁸⁾	Common Shares	34,968	\$ ⁽⁵⁾	D	Â
Restricted Stock Unit	Â ⁽⁹⁾	Â ⁽⁹⁾	Common Shares	34,968	\$ ⁽⁵⁾	D	Â
Deferred Shares	Â ⁽¹⁰⁾	Â ⁽¹⁰⁾	Common Shares	10,819	\$ ⁽¹¹⁾	D	Â

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

