

Edgar Filing: KEYCORP /NEW/ - Form 424B2

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Form 424B2  
April 25, 2002

PRICING SUPPLEMENT NO. 2, DATED: April 24, 2002  
to Prospectus Supplement Dated November 28, 2001  
to Prospectus Dated November 28, 2001

RULE 424(b) (2)  
REGISTRATION STATEMENT NO. 333-73380

KEYCORP

\$10,000,000

SENIOR MEDIUM-TERM NOTES, SERIES G  
 SUBORDINATED MEDIUM-TERM NOTES, SERIES F

Floating Rate Notes  
 Book-Entry Notes

\_\_\_% Fixed Rate Notes  
 Certificated Notes

Original Issue Date: April 26, 2002  
Maturity Date: April 26, 2005  
Issue Price: 99.91%  
Paying Agent: Deutsche Bank Trust Company Americas  
Authenticating Agent: Deutsche Bank Trust Company Americas

OPTION TO ELECT REDEMPTION:  Yes  No  
Redemption Date(s):  
Initial Redemption Percentage:  
Annual Redemption Percentage Reduction:

OPTION TO EXTEND MATURITY:   
Extended Maturity Dates:  
Notice of Extension Date(s):

OPTION TO ELECT REPAYMENT:  Yes  No  
Repayment Date(s):  
Repayment Price(s):

SPECIFIED CURRENCY (NOT U.S. DOLLARS):   
Authorized Denominations:  
Exchange Rate Agency:

Repurchase Price (if any): N/A  
Amortization Schedule (if any): N/A  
Sinking Fund Defeasance:  Yes  No  
Minimum Denominations:  \$1,000  Other:

Optional Interest Rate Reset:   
Optional Interest Rate Reset Dates:   
Optional Extension of Maturity:   
Length of Extension Period:

FIXED RATE NOTES ONLY

Interest Computation Period:

Interest Payment Dates:

Regular Record Dates if other than June 15 and December 15:

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FLOATING RATE NOTES ONLY

BASE RATE:

- |  |   |
|--|---|
| <input type="checkbox"/> CD Rate               | <input type="checkbox"/> Treasury Rate                    |
| <input type="checkbox"/> Commercial Paper Rate | <input type="checkbox"/> CMT Rate                         |
| <input type="checkbox"/> Federal Funds Rate    | <input type="checkbox"/> 11th District Cost of Funds Rate |
| <input checked="" type="checkbox"/> LIBOR      | <input type="checkbox"/> Other (specify):                 |
| <input type="checkbox"/> Prime Rate            |   |

Initial Interest Rate: 3 month LIBOR on April 24, 2002 + 42 basis points

Interest Determination Date: Two London business days to the reset date

Index Maturity: 3 month LIBOR

Interest Reset Period: Quarterly

Spread (Plus or minus): +42 basis points

Interest Reset Dates: Quarterly on the 26th of July, October, January and April

Maximum Interest Rate: N/A

Interest Payment Dates: Quarterly on the 26th of July, October, January and April, commencing 2002

Minimum Interest Rate: N/A

Calculation Date: N/A

Total Amount of OID: N/A

Calculation Agent: KeyBank National Association

Yield to Maturity: N/A

Spread Multiplier: N/A

Initial Accrual Period OID and Designated Method: N/A

Tolerance Page: 3750

Other Terms (if any):

- AGENT:  Salomon Smith Barney Inc.  
 Banc of America Securities LLC  
 Credit Suisse First Boston Corporation  
 Deutsche Bank Securities Inc.  
 Goldman, Sachs & Co.  
 HSBC Securities (USA), Inc.  
 J.P. Morgan Securities Inc.  
 Lehman Brothers Inc.  
 McDonald Investments Inc.  
 Morgan Stanley & Co. Incorporated  
 Other Bear, Stearns & Co., Inc.

Agent's Discount or Commission: .09% (\$9,000)  
Trade Date: April 23, 2002  
Proceeds to KeyCorp: \$9,991,000

Acting as Agent      Agent is acting as Agent for the sale of Notes by KeyCorp at a price of % of the principal amount

Acting as Principal       Agent is purchasing Notes from KeyCorp as Principal for resale to investors and other purchasers at:

a fixed public offering price of % of the Principal amount

varying prices related to prevailing market prices at the time of resale to be determined by such Agent

