

Edgar Filing: KEYCORP /NEW/ - Form 424B2

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Form 424B2
May 09, 2002

PRICING SUPPLEMENT NO. 3, DATED: May 7, 2002
to Prospectus Supplement Dated November 28, 2001
to Prospectus Dated November 28, 2001

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

KEYCORP

\$300,000,000

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

Floating Rate Notes
 4.625% Fixed Rate Notes
 Book-Entry Notes
 Certificated Notes

Original Issue Date: May 10, 2002
Maturity Date: May 16, 2005
Issue Price: 99.754%
Paying Agent: Deutsche Bank Trust Company Americas
Authenticating Agent: Deutsche Bank Trust Company Americas

OPTION TO ELECT REDEMPTION:	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	OPTION TO EXTEND MATURITY:	<input type="checkbox"/>
Redemption Date(s):			Extended Maturity Dates:	
Initial Redemption Percentage:			Notice of Extension Date(s):	
Annual Redemption Percentage Reduction:				
OPTION TO ELECT REPAYMENT:	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	SPECIFIED CURRENCY (NOT U.S. DOLLARS):	<input type="checkbox"/>
Repayment Date(s):			Authorized Denominations:	
Repayment Price(s):			Exchange Rate Agency:	
Repurchase Price (if any):	N/A		Optional Interest Rate Reset:	<input type="checkbox"/>
Amortization Schedule (if any):	N/A		Optional Interest Rate Reset Dates:	<input type="checkbox"/>
Sinking Fund Defeasance:	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	Optional Extension of Maturity:	<input type="checkbox"/>
Minimum Denominations:	<input checked="" type="checkbox"/> \$1,000	<input type="checkbox"/> Other:	Length of Extension Period:	<input type="checkbox"/>

FIXED RATE NOTES ONLY

Interest Computation Period: Semi-annual

Interest Payment Dates: Semi-annually on May 16 and November 16 of each year and
at Maturity, commencing on November 16, 2002

Regular Record Dates if other than June 15 and December 15: May 1 and November 1

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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 type="checkbox"/> LIBOR | <input type="checkbox"/> Other (specify): |
| <input type="checkbox"/> Prime Rate | |

Initial Interest Rate: Interest Determination Date:

Index Maturity: Interest Reset Period:

Spread (Plus or minus): Interest Reset Dates:

Maximum Interest Rate: Interest Payment Dates:

Minimum Interest Rate: Calculation Date:

Total Amount of OID: Calculation Agent:

Yield to Maturity: Spread Multiplier:

Initial Accrual Period OID and Designated Method: Telerate Page:

Other Terms (if any):

AGENT: Salomon Smith Barney Inc. Agent's Discount or Commission: .30% (\$900
 Banc of America Securities LLC Trade Date: May 7, 2002
 Credit Suisse First Boston Corporation Proceeds to KeyCorp: \$298,362,000
 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 _____

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

