## Edgar Filing: KEYCORP /NEW/ - Form 4

KEYCORP /NEW/

KEYCORP / Form 4	/NEW/										
March 16, 2009 FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL		
-	UNITEDS	Washington, D.C. 20549						OMB Number:	3235-0287		
Check th if no long subject to Section 1 Form 4 o	ger <b>STATEMI</b> 6. r								January 31, 2005 average irs per 0.5		
Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 5 obligations may continue. See Instruction 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 I	Responses)										
			2. Issuer Name <b>and</b> Ticker or Trading Symbol KEYCORP /NEW/ [KEY]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (Mi		3. Date of Earliest Transaction				(Chec	(k all applicable)			
			(Month/Day/Year) 03/13/2009				Director 10% Owner X Officer (give title Other (specify below) below) SEVP and CFO				
	(Street)	ndment, Date Original hth/Day/Year)				<ul><li>6. Individual or Joint/Group Filing(Check</li><li>Applicable Line)</li><li>_X_ Form filed by One Reporting Person</li></ul>					
CLEVELAN	Form filed by I Person					More than One Reporting					
(City)	(State) (Z	Cip) Tab	le I - Non-D	erivative	Secur	ities Acc	uired, Disposed of	f, or Beneficial	lly Owned		
(Instr. 3) any		Execution Date, if	Code (D) Year) (Instr. 8) (Instr. 3, 4 and 5) (A)			d of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
~			Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Shares	03/13/2009		F	2	D	\$ 5.36	287,267	D			
Common Shares							2,568	Ι	Savings plan (1)		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1 0	Director	10% Owner	Officer	Other				
WEEDEN JEFFREY B C/O KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 4414			SEVP and CFO					
Signatures								
Steven N. Bulloch POA Jeffreg Weeden	у В.	03/	16/2009					
**Signature of Reporting Person			Date					

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, *see* Instruction 4(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) As of December 31, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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.