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KEYCORP /I	NEW/									
Form 4	2010									
February 22, 1	Л						OMB AI	PPROVAL		
	UNITED STAT	ES SECURITIES A Washington,			NGE (COMMISSION	OMB Number:	3235-0287		
Check this if no longe subject to Section 16 Form 4 or	er STATEMENT 5.	x STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								
Form 5 obligations may continue. See Instruction 1(b). 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 R	esponses)									
1. Name and Ac STEVENS T	ldress of Reporting Person HOMAS G	Symbol	2. Issuer Name and Ticker or Trading Symbol KEYCORP /NEW/ [KEY]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middle)	3. Date of Earliest Tra				(Checl	k all applicable	e)		
C/O KEYCC SQUARE	ORP, 127 PUBLIC	(Month/Day/Year) 02/19/2010	(Month/Day/Year)				X Director 10% Owner X Officer (give title Other (specify below) below) Vice Chair and CAO			
	4. If Amendment, Dat Filed(Month/Day/Year)	mendment, Date Original Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
CLEVELAN	D, OH 44114					Person		porting		
(City)	(State) (Zip)	Table I - Non-D	erivative S	ecuri	ties Acq	uired, Disposed of	, or Beneficial	ly Owned		
(Instr. 3) ar		cution Date, if Transacti Code	(Instr. 3, 4 and 5) (A)		d of			p 7. Nature of t Indirect Beneficial Ownership (Instr. 4)		
		Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Commons Shares	02/19/2010	А	2,803	А	\$0	200,545	D			
Common Shares	02/19/2010	F	1,256	D	\$ 6.79	199,289	D			
Common Shares						3,473	I	Savings Plan <u>(1)</u>		

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

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number.

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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Shares (2)	\$ 0	02/20/2010		D		17,610	02/20/2010	02/20/2010	Common Shares	17,610

Reporting Owners

Reporting Owner Name / Address	Relationships						
L B	Director	10% Owner	Officer	Other			
STEVENS THOMAS G C/O KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114	Х		Vice Chair and CAO				
Signatures							
Steven N. Bulloch POA for Th Stevens	omas C.		02/22/2010				

**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, 2009.

(2) Performance Shares that did not vest.

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.