Hartmann William L.

Form 3

July 17, 2012

FORM 3   UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0104
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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 [*] Â Hartmann William L. (Last) (First) (Middle) C/O KEYCORP, Â 127 PUBLIC SQUARE (Street) CLEVELAND, Â OH Â 44114 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/11/2012	3. Issuer Name **and** Ticker or Trading Symbol KEYCORP /NEW/ [KEY]

4. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner __X__ Officer _____ Other (give title below) (specify below) Chief Risk Officer	5. If Amendment, Date Original Filed(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 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	47,740	D	Â

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

SEC 1473 (7-02)

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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 Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Option to Buy	07/27/2013[(1)]	07/27/2020	Common Shares	138,121	$ 8.42	D	Â
Option to Buy	05/19/2015[(2)]	05/19/2021	Common Shares	35,757	$ 8.59	D	Â
Option to Buy	03/02/2016[(2)]	03/02/2022	Common Shares	44,354	$ 7.98	D	Â
Restricted Stock Uniits	05/19/2015[(2)]	05/19/2015	Common Shares	16,919	$ [(3)]	D	Â
Restricted Stock Units	03/02/2016[(2)]	03/02/2016	Common Shares	20,815	$ [(3)]	D	Â
Restricted Stock Units	03/02/2016[(2)]	03/02/2016	Common Shares	8,830	$ [(3)]	D	Â
Phantom Shares [(4)]	05/19/2014	05/19/2014	Common Shares	17,073	$ 8.59	D	Â
Phantom Shares [(4)]	03/02/2015	03/02/2015	Common Shares	21,446	$ 7.98	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hartmann William L. C/O KEYCORP 127 PUBLIC SQUARE CLEVELAND,Â OHÂ 44114	Â	Â	Â Chief Risk Officer	Â

Signatures

Steven N. Bulloch POA for William L. Hartmann	07/17/2012
[**]Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Vest in three annual installments ending on date shown.

(2) Vest in four annual installments ending on date shown.

(3) Conversion to common shares is on a one to one basis.

(4) Performance Shares payable in cash.

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