KEYCORP /NEW/ Form 4 June 24, 2008

## FORM 4

## **OMB APPROVAL**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

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

1(b).

(Print or Type Responses)

1. Name and Add WEEDEN JE	*	ng Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol KEYCORP /NEW/ [KEY]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	ast) (First) (Middle) 3. Date of Earliest Transacti		3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year)	Director 10% Owner			
C/O KEYCORP, 127 PUBLIC SQUARE			06/23/2008	_X_ Officer (give title Other (specify below)			
				SEVP and CFO			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
CLEVELAND, OH 4414				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Ow								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Shares	06/23/2008		Code V P	Amount 10,000	(D) A	Price \$ 11.18	166,528	D		
Common Shares							2,568	I	Savings plan (1)	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.		5. Numb	er	6. Date Exerc	cisable and	7. Title and A	Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Derivative		Expiration Date		Underlying Securities		Deriv		
Security	or Exercise		any	Code	Code Securities		(Month/Day/Year)		(Instr. 3 and 4)		Secu	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8)	Acquired	d					(Inst
	Derivative					(A) or						
	Security					Disposed	d of					
						(D)						
						(Instr. 3,	4,					
						and 5)						
											Amount	
											or	
								Date	Expiration	Title	Number	
								Exercisable	Date	Title	of	
				Code	V	(A)	(D)				Shares	
				Code	v	(A)	(D)				Shares	
Preferred	(0)	0.6.12.2.12.0.0.0		ъ	<b>.</b> .	1 000		(2)	(2)	Common	(2)	Φ.
Stock	<u>(2)</u>	06/23/2008		P	V	1,000		(2)	(2)	Shares (2)	<u>(2)</u>	\$

## **Reporting Owners**

Reporting Owner Name / Address Relationships

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 Jeffrey B. Weeden

06/24/2008

\*\*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, 2007.
- (2) Each preferred share is convertible at any time into 7.0922 common shares and under certain circumstances is convertible at KeyCorp's option on or after June 15, 2013.

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.

Reporting Owners 2