Edgar Filing: KEYCORP /NEW/ - Form 4

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KEYCORP /	NEW/											
Form 4												
April 01, 201	0											
	Л									PPROVAL		
	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMB				
				hington,					Number:	3235-0287		
Check thi				0 /					Expires:	January 31,		
if no long	F CHAN	GES IN I	BENEFI	CIA	LOW	NERSHIP OF		2005				
subject to Section 10		SECURITIES						Estimated average burden hours per				
Form 4 or									response 0.5			
Form 5	Filed	pursuant to	Section 10	6(a) of the	e Securiti	es Ez	xchang	ge Act of 1934,	•			
obligation		17(a) of the	Public Ut	ility Hold	ing Com	pany	Act o	of 1935 or Section	on			
may conti <i>See</i> Instru	inue.) of the In-	•	•	- ·						
1(b).	letton	× .	·		1.	·						
(Print or Type R	Responses)											
	ddress of Repor	-	2. Issuer	Name and	Ticker or 7	Гradin	ıg	5. Relationship o	f Reporting Per	rson(s) to		
CAMPBELI	L EDWARD	Р	Symbol	C C				Issuer				
			KEYCC	KEYCORP /NEW/ [KEY]				(Choole all and include)				
(Last)	(First)	(Middle)	3 Date of	Earliest Tra	ansaction			(Che	ck all applicabl	e)		
C/O KEYCORP, 127 PUBLIC			(Month/Day/Year)					X Director	109	% Owner		
				03/31/2010				Officer (give title Other (specify				
SQUARE	,		00/01/20					below)	below)			
	(Street)		4 If A mov	ndmant Dat	o Original			6 Individual or I	oint/Group Fili	ng(Chaola		
				4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check				
			riteu(Mon					Applicable Line) _X_ Form filed by One Reporting Person				
CLEVELAN	ND, OH 4411	4							More than One R			
CLLVLLI	(D, 011 ++11	. т						Person				
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned		
1.Title of	2. Transaction	Date 2A. De	emed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/		ion Date, if		onAcquired		or	Securities	Form: Direct			
(Instr. 3) any				Code Disposed of (D)				Beneficially	(D) or	Beneficial		
(Month/Day/Y			/Day/Year)	ay/Year) (Instr. 8) (Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership			
								Following Reported	(Instr. 4)	(Instr. 4)		
						(A)		Transaction(s)				
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common						(D)	\$ 0					
Shares	04/01/2010	1		Μ	78	А	φU (1)	2,156	D			
Shares							_					

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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

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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. Transactic Code (Instr. 8)	orDerivative		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 <u>(2)</u>	03/31/2010		А	2,903		03/31/2010	03/31/2010	Common Shares	2,903
Phantom Shares	\$ 0 <u>(1)</u>	04/01/2010		М		78	04/01/2010	04/01/2010	Common Shares	78

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
CAMPBELL EDWARD P C/O KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114	Х							
Signatures								
Steven N. Bulloch POA Edwar Campbell	04/01/2010							
** Signature of Reporting Persor	1	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) Phantom Shares were converted to treasury shares on a one to one basis and distributed under deferral plan.

(2) Under deferral plan, fees were deferred into phantom stock account which stock is convertible into common shares on a one to one basis.

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.