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KEYCORP/NEW/ Form 424B2 May 20, 2003

[X]

Optional Extension of Maturity:

Length of Extension Period:

PRICING SUPPLEMENT NO. 5, DATED: May 16, 2003 RULE 424(b)(2) to Prospectus Supplement Dated November 28, 2001 REGISTRATION STATEMENT NO. 333-73380 to Prospectus Dated November 28, 2001

KEYCORP

\$200,000,000 [X] SENIOR MEDIUM-TERM NOTES, SERIES G [] SUBORDINATED MEDIUM-TERM NOTES, SERIES F Floating Rate Notes [] ___% Fixed Rate Notes [X] Book-Entry Notes [] Certificated Notes Original Issue Date: May 23, 2003 Maturity Date: May 23, 2006 Issue Price: 99.88% Paying Agent: Deutsche Bank Trust Company Americas Authenticating Agent: Deutsche Bank Trust Company Americas

OPTION TO ELECT REDEMPTION: [] Yes [X] No OPTION TO EXTEND MATURITY: [] Redemption Date(s): Extended Maturity Dates: Initial Redemption Percentage: Notice of Extension Date(s): Annual Redemption Percentage Reduction: OPTION TO ELECT REPAYMENT: SPECIFIED CURRENCY (NOT U.S. DOLLARS):[] [] Yes [X] No Repayment Date(s): Authorized Denominations: Repayment Price(s): Exchange Rate Agency: Repurchase Price (if any): N/A Optional Interest Rate Reset: [] Amortization Schedule (if any): N/A Optional Interest Rate Reset Dates: []

[X]\$1,000 [] Other: Minimum Denominations:

FIXED RATE NOTES ONLY

[] Yes [X] No

Interest Computation Period:

Sinking Fund Defeasance:

Interest Payment Dates:

Regular Record Dates if other than June 15 and December 15:

[]

[]

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FLOATING RATE NOTES ONLY

BASE RATE:

[] [] [X]	CD Rate Commercial Paper Ra Federal Funds Rate LIBOR Prime Rate		e strict Cost of Funds Rate
<pre>Initial Interest Rate: 3 month LIBOR on May 21, 2003 + 22 basis points</pre>			Interest Determination Date: Two London bu
<pre>Index Maturity: 3 month LIBOR</pre>			Interest Reset Period: Quarterly
Spread (Plus or minus): +22 basis points			Interest Reset Dates: Quarterly on the 23r February, May, August and November
Maximum Interest Rate: N/A			Interest Payment Dates: Quarterly on the 2 February, May, August and November, c 2003
Minimum Interest Rate: N/A			Calculation Date: N/A
Total Amount of OID: N/A			Calculation Agent: KeyBank National Associ
Yield to Maturity: N/A			Spread Multiplier: N/A
Initial Accrual Period OID and Designated Method: N/A			Telerate Page: 3750
			Other Terms (if any):
AGENT: [] Salomon Smith Barney Inc. [] Banc of America Securities LLC [X] Credit Suisse First Boston Corporation [] Deutsche Bank Securities Inc. [] Goldman, Sachs & Co. [] HSBC Securities (USA), Inc. [] J.P. Morgan Securities Inc. [] Lehman Brothers Inc. [X] McDonald Investments Inc. [] Morgan Stanley & Co. Incorporated [] Other			Agent's Discount or Commission: .12% (\$240 Trade Date: May 16, 2003 Proceeds to KeyCorp: \$199,760,000
[] <i>I</i>	Acting as Agent		for the sale of Notes by s of the principal amount
[X] <i>I</i>	Acting as Principal [X] Agent is purchasing Not Principal for resale to purchasers at:		Notes from KeyCorp as to investors and other
		[] a fixed public Principal amour	offering price of % of the
			ces related to prevailing ces at the time of resale to

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be determined by such Agent