KEYCORP /NEW/ Form 4 April 01, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

Number:

3235-0287

Expires:

January 31, 2005

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Check this box

obligations 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).

Common

Common

Shares

Shares

04/01/2008

(Print or Type Responses)

1. Name and Address of Reporting Person * BARES WILLIAM G			2. Issuer Name <b>and</b> Ticker or Trading Symbol KEYCORP /NEW/ [KEY]			Issuer				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			(Check all applicable)				
C/O KEYCORP, 127 PUBLIC SQUARE			(Month/Day/Year) 04/01/2008			_X_ Director Officer (gibelow)	ve titleOth	% Owner ner (specify		
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
	ND, OH 44114		Filed(Mont	h/Day/Year)			y One Reporting Porting Portion of the More than One R			
(City)	(State)	(Zip)	Table	I - Non-De	erivative Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execution	med on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature Indirect Beneficia Ownersh (Instr. 4)		

Code V Amount

3,060

M

or

(D)

Price

\$0

(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.

(Instr. 3 and 4)

D

I

43,607

4,000

#### 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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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 (1)	\$ 0 <u>(1)</u>	04/01/2008	M	3,060	04/01/2008	04/01/2008	Common Shares	3,060

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
• 0	Director	10% Owner	Officer	Other	
BARES WILLIAM G C/O KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114	X				

## **Signatures**

Steven N. Bulloch POA William G.
Bares
04/01/2008

\*\*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) Phantom Shares were converted to treasury shares on a one to one basis and distributed under deferral plan.

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.

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