KEYCORP /NEW/ Form 4 March 21, 2011

### FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or ton, D.C. 20549

Number:

Expires:

January 31,
2005

Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. 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

See Instruction 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of I STEVENS THOMA	· -	2. Issuer Name <b>and</b> Ticker or Trading Symbol KEYCORP /NEW/ [KEY]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) (First)	(Middle)	3. Date of Earliest Transaction			
C/O KEYCORP, 127 PUBLIC SQUARE		(Month/Day/Year) 03/18/2011	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Vice Chair and CAO		
(Street	)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)		
CLEVELAND, OH	14114		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (2	Zip) Table	I - Non-D	erivative (	Secur	ities Acq	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Shares	03/18/2011		A	2,134	A	\$0	336,305	D	
Common Shares	03/18/2011		F	957	D	\$ 8.92	335,348	D	
Common Shares							4,695	I	Savings Plan (1)

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

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#### number.

# 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.	6. Date Exer	cisable and	7. Tit.	le and	8. Price of	9. Nu
D	erivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	iorNumber	Expiration D	ate	Amou	unt of	Derivative	Deriv
S	ecurity	or Exercise		any	Code	of	(Month/Day	/Year)	Unde	rlying	Security	Secui
(I	nstr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	re		Secur	rities	(Instr. 5)	Bene
		Derivative				Securities	S		(Instr	. 3 and 4)		Own
		Security				Acquired	l					Follo
		-				(A) or						Repo
						Disposed	l					Trans
						of (D)						(Instr
						(Instr. 3,						
						4, and 5)						
										Amount		
							Date	Expiration		or		
							Exercisable	Date	Title	Number		
										of		
					Code V	$^{\prime}$ (A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
Transfer and the same	Director	10% Owner	Officer	Other				
STEVENS THOMAS G C/O KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114	X		Vice Chair and CAO					

## **Signatures**

Steven N. Bulloch POA for Thomas C.
Stevens
03/21/2011

\*\*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, 2010.

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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