Edgar Filing: KEYCORP /NEW/ - Form 4

KEYCORP /	/NEW/										
Form 4											
July 28, 2008	8										
FORM	14								PPROVAL		
	UNITED	STATES			ND EXCHA D.C. 20549	NGE	COMMISSION	OMB Number:	3235-0287		
Check the								Expires:	January 31,		
if no long subject to	- SIATEMENTORI HANGENIN KENERICIAL OWN				NERSHIP OF	•	Estimated average 2005				
Section 1	6.	SECURITIES							burden hours per		
Form 4 o								response	•		
Form 5 obligation	•• •						ge Act of 1934,				
may cont				•	· · ·		of 1935 or Section	on			
See Instru	uction	30(h)	of the Inv	vestment	Company Ac	t of 19	40				
1(b).											
(Print or Type F	Responses)										
(·····F······)										
1. Name and A	ddress of Reporting	Person *	2. Issuer	Name and	Ticker or Tradi	ng	5. Relationship o	f Reporting Per	rson(s) to		
MENASCE	EDUARDO S		Symbol				Issuer				
			KEYCORP /NEW/ [KEY]								
(Last)	(First) (I	Middle)	3 Date of	Earliest Tra	ansaction		(Che	ck all applicabl	e)		
		,	(Month/Da				X Director	109	% Owner		
C/O KEYCORP, 127 PUBLIC			07/25/2008			Officer (give titleOther (specify					
SQUARE							below) below)				
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check					
			Filed(Month/Day/Year)			Applicable Line)					
							_X_Form filed by				
CLEVELAN	ND, OH 44114						Form filed by 1 Person		eporting		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative Secur	ities Ac	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of	2. Transaction Dat	te 2A. Deer	ned	3.	4. Securities		5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)) Execution	n Date, if	Transactio	onAcquired (A)		Securities	Form: Direct	Indirect		
(Instr. 3)		any (Month/I	Dav/Vaar)	Code	Disposed of (I		Beneficially	(D) or Indiract (I)	Beneficial		
		(Monul/L	Day/Year)	(Instr. 8)	(Instr. 3, 4 and	13)	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
							Reported	()	(
					(A) or		Transaction(s)				
				Code V		Price	(Instr. 3 and 4)				
Common							7,015	D			
Shares							7,015	D			

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)	4. Transactie Code (Instr. 8)	5. Number prof 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 3 Underlying Securities (Instr. 3 and 4)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Shares (1)	\$ 11.16	07/25/2008	А	6,272	07/25/2011	07/25/2011	Common Shares	6,272

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MENASCE EDUARDO S C/O KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114 Signatures	Х					
U						

Steven N. Bulloch POA Eduardo R. Menasce

**Signature of Reporting Person

07/28/2008 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 are awarded under Deferred Share Plan and payable one half in cash and one half in Common Shares.

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.