Edgar Filing: MEYER HENRY L III - Form 4

| MEYER HE Form 4 | NRY L III | | | | | | | | | | |
|---------------------------------------------------------------------------------------------------------------------------------|-----------------|---------------------------------------------------------|------------------------------------------------------------------------------|-----------------------------------------------------|---------------------|------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|------------------|----------------------------|--|
| February 08, | 2010 | | | | | | | | | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION | | | | | | | | | OMB APPROVAL | | |
| Washington, D.C. 20549 | | | | | | | COMMISSION | OMB Number: | 3235-0287 | | |
| Check the if no long | aer. | | | Expires: | January 31, 2005 | | | | | | |
| subject to Section 1 Form 4 o Form 5 | 6. r | TATEMENT OF CHANGES IN BENEFICIAL OWNERSH SECURITIES | | | | | | | | average rs per 0.5 | |
| obligation may cont <i>See</i> Instru 1(b). | ns Section 17(a |) of the l | Public Ut | | ing Com | pany | Act of | e Act of 1934, E 1935 or Section 40 | n | | |
| (Print or Type I | Responses) | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> MEYER HENRY L III | | | 2. Issuer Name and Ticker or Trading Symbol KEYCORP /NEW/ [KEY] | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| | | | | Date of Earliest Transaction | | | | (Check all applicable) | | | |
| KEYCORP, 127 PUBLIC SQUARE | | | (Month/Day/Year) 02/05/2010 | | | | | X Director 10% Owner X Officer (give title Other (specify below) below) Chair and CEO | | | |
| | | | | If Amendment, Date Original iled(Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person | | | |
| CLEVELAN | ND, OH 44114 | | | | | | | Form filed by M Person | Iore than One Re | porting | |
| (City) | (State) (| Zip) | Table | e I - Non-D | erivative S | Securit | ties Acq | uired, Disposed of | , or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution D any (Month/Day/Year) | | n Date, if | Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | | | |
| | | | | Code V | Amount | or (D) | Price | Transaction(s) (Instr. 3 and 4) | | | |
| Common Shares | 02/05/2010 | | | А | 12,911 | А | \$0 | 524,466 | D | | |
| Common Shares | 02/05/2010 | | | F | 5,788 | D | \$ 6.89 | 518,678 | D | | |
| Common Shares | | | | | | | | 119,286 | Ι | Savings Plan <u>(1)</u> | |

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 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. Transactio Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date | Amou Under Secur | rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|----------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------|--------------------|------------------------|----------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--------------------------------------------------------------------------|---------------|-----------|---------------------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| MEYER HENRY L III KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114 | Х | | Chair and CEO | | | |
| Signatures | | | | | | |
| Steven N. Bulloch POA Henry L Meyer III | | 02/08/20 | 010 | | | |
| **Signature of Reporting Person | | Date | | | | |
| Explanation of Dea | nono | | | | | |

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, 2009.

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.