## Edgar Filing: CARTWRIGHT CAROL A - Form 4

CARTWRIG Form 4 July 28, 2010		A									
FORM	Л								-	PPROVAL	
	UNITE	CD STATES		ITIES Al hington, 1			NGE (	COMMISSION	OMB Number:	3235-0287	
Check this if no longe							Expires:	January 31, 2005			
subject to Section 16	subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					NERSHIP OF	burden hou	Estimated average burden hours per			
Form 4 or Form 5		Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,						response	0.5		
obligation may contin <i>See</i> Instruct 1(b).	s Section	17(a) of the		ility Hold	ing Com	pany	Act o	f 1935 or Sectio	'n		
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> CARTWRIGHT CAROL A			2. Issuer Name <b>and</b> Ticker or Trading Symbol KEYCORP /NEW/ [KEY]				g	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) C/O KEYCORP, 127 PUBLIC SQUARE			3. Date of Earliest Transaction (Month/Day/Year) 07/27/2010					(Check all applicable)			
								X Director Officer (give below)	Officer (give titleOther (specify		
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check					
Fil CLEVELAND, OH 44114				Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
	D, 011 +111							Person			
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Executi any	emed on Date, if /Day/Year)	3. Transactic Code (Instr. 8) Code V	4. Securit onAcquired Disposed (Instr. 3, 4)	(A) o of (D 4 and (A) or	)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Shares								10,093	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)

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. Transactic 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 Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Shares (1)	\$ 8.42	07/27/2010		А	8,313	07/27/2013	07/27/2013	Common Shares	8,313

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## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
F8	Director	10% Owner	Officer	Other				
CARTWRIGHT CAROL A C/O KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114	X							
Signatures								
Molly Z. Brown POA Carol A. Cartwright	07/28/2010							
<u>**</u> Signature of Reporting Person		E	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.