

Edgar Filing: KEYCORP /NEW/ - Form 424B2

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Form 424B2
February 10, 2004

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PRICING SUPPLEMENT NO. 8, DATED: February 6, 2004
to Prospectus Supplement Dated October 7, 2003
to Prospectus Dated November 28, 2001

RULE 424(b) (2)
REGISTRATION STATEMENT NO. 333-73380

KEYCORP

\$250,000,000

SENIOR MEDIUM-TERM NOTES, SERIES G
 SUBORDINATED MEDIUM-TERM NOTES, SERIES F

Floating Rate Notes 2.75% Fixed Rate Notes
 Book-Entry Notes Certificated Notes

Original Issue Date: February 13, 2004
Maturity Date: February 27, 2007
Issue Price: 99.77%
Paying Agent: Deutsche Bank Trust Company Americas
Authenticating Agent: Deutsche Bank Trust Company Americas

OPTION TO ELECT REDEMPTION: Yes No OPTION TO EXTEND MATURITY:
Redemption Date(s): Extended Maturity Dates:
Initial Redemption Percentage: Notice of Extension Date(s):
Annual Redemption Percentage Reduction:

OPTION TO ELECT REPAYMENT: Yes No SPECIFIED CURRENCY (NOT U.S. DOLLARS):
Repayment Date(s): Authorized Denominations:
Repayment Price(s): Exchange Rate Agency:

Repurchase Price (if any): N/A Optional Interest Rate Reset:
Amortization Schedule (if any): N/A Optional Interest Rate Reset Dates:
Sinking Fund Defeasance: Yes No Optional Extension of Maturity:
Length of Extension Period:

Minimum Denominations: \$1,000 Other:

FIXED RATE NOTES ONLY

Interest Computation Period: Semi-annual

Interest Payment Dates: Semi-annually on the 27th day of each February and August, commencing on

Regular Record Dates if other than May 31 and November 30: The 12th day of each February and August

FLOATING RATE NOTES ONLY

BASE RATE:

- | | | | |
|--------------------------|-----------------------|--------------------------|----------------------------------|
| <input type="checkbox"/> | CD Rate | <input type="checkbox"/> | Treasury Rate |
| <input type="checkbox"/> | Commercial Paper Rate | <input type="checkbox"/> | CMT Rate |
| <input type="checkbox"/> | Federal Funds Rate | <input type="checkbox"/> | 11th District Cost of Funds Rate |
| <input type="checkbox"/> | LIBOR | <input type="checkbox"/> | Other (specify): |
| <input type="checkbox"/> | Prime Rate | | |

Initial Interest Rate:	Interest Determination Date:
Index Maturity:	Interest Reset Period:
Spread (Plus or minus):	Interest Reset Dates:
Maximum Interest Rate:	Interest Payment Dates:
Minimum Interest Rate:	Calculation Date:
Total Amount of OID:	Calculation Agent:
Yield to Maturity:	Spread Multiplier:
Initial Accrual Period OID and Designated Method:	Telorate Page:
	Other Terms (if any):

AGENT: <input type="checkbox"/>	Salomon Smith Barney Inc.	Agent's Discount or Commission: .10% (\$250
<input type="checkbox"/>	Banc of America Securities LLC	Trade Date: February 6, 2004
<input type="checkbox"/>	Credit Suisse First Boston Corporation	Proceeds to KeyCorp: \$249,175,000
<input type="checkbox"/>	Deutsche Bank Securities Inc.	
<input type="checkbox"/>	Goldman, Sachs & Co.	
<input type="checkbox"/>	HSBC Securities (USA), Inc.	
<input type="checkbox"/>	J.P. Morgan Securities Inc.	
<input type="checkbox"/>	Lehman Brothers Inc.	
<input checked="" type="checkbox"/>	McDonald Investments Inc.	
<input type="checkbox"/>	Morgan Stanley & Co. Incorporated	
<input type="checkbox"/>	Other _____	

Acting as Agent Agent is acting as Agent for the sale of Notes by KeyCorp at a price of % of the principal amount

Acting as Principal Agent is purchasing Notes from KeyCorp as Principal for resale to investors and other purchasers at:

a fixed public offering price of % of the Principal amount

varying prices related to prevailing market prices at the time of resale to be determined by such Agent