KEYCORP/NEW/ Form 4

February 16, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

SECURITIES

Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

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 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading HEISLER ROBERT B JR Issuer Symbol KEYCORP /NEW/ [KEY] (First) (Middle) (Last) 3. Date of Earliest Transaction

(Check all applicable) Director 10% Owner

(Month/Day/Year) 02/15/2005

X_ Officer (give title Other (specify below) below) **EVP**

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

127 PUBLIC SQUARE

4. If Amendment, Date Original Filed(Month/Day/Year)

CLEVELAND, OH 44114

(City)

common

shares

(Street)

(State)

02/15/2005

(Zin)

(City)	(State)	Ta	ble I - Non	-Derivative Securities	Acquired, Dispo	sed of, or Ber	neficially Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6.	7. Nature of Indirect
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Ownership	Beneficial
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	Form:	Ownership
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Direct (D)	(Instr. 4)
					Following	or Indirect	
				(A)	Reported	(I)	
				(A)	Transaction(s)	(Instr. 4)	

(Instr. 3 and 4) Code V Amount (D) Price

\$0 Α 5,550 91,255 D

common 1,160 I spouse/children shares

savings and common 69,903 I excess savings shares plans (2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

Edgar Filing: KEYCORP /NEW/ - Form 4

displays a currently valid OMB control

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 on 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)		1 5 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
phantom shares (3)	\$ 0 (3)	02/15/2005		A	5,550	02/15/2008	02/15/2008	common shares	5,550		

Reporting Owners

Reporting Owner Name / Address		Relationsh				
	ъ.		1007 0	0.00		

Director 10% Owner Officer Other

HEISLER ROBERT B JR 127 PUBLIC SQUARE CLEVELAND, OH 44114

EVP

Signatures

Steven N. Bulloch POA for R. B. 02/16/2005 Heisler, Jr.

**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) Award of restricted stock.
- (2) As of 12/31/2004.
- (3) Perfomance shares payable in cash.

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.

Reporting Owners 2