Edgar Filing: KEYCORP /NEW/ - Form 4

KEYCORP / Form 4 February 22, FORM Check thi if no long subject to Section 1 Form 4 or Form 5 obligation may cont <i>See</i> Instru 1(b).	2008 4 UNITED S s box ger 5 STATEMI 6. r Filed pursu Section 17(a)	TATES SECUF Was ENT OF CHAN uant to Section 1) of the Public Us 30(h) of the In	shington, l GES IN B SECURI 6(a) of the tility Holdi	D.C. 205 BENEFIC TIES Securitie ing Comp	49 CIAL OW es Exchang pany Act o	NERSHIP OF ge Act of 1934, ff 1935 or Sectio	OMB Number: Expires: Estimated a burden hou response	irs per	
1. Name and A BUNN THC	Symbol	2. Issuer Name and Ticker or Trading Symbol KEYCORP /NEW/ [KEY]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) C/O KEYCO SQUARE	(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 02/21/2008			Director 10% Owner X Officer (give title Other (specify below) below) Vice Chair				
			Amendment, Date Original Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 			
(City)	(State) (Z	Zip) Tabl	e I - Non-De	erivative Se	ecurities Ac	quired, Disposed o	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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						90,839	D		
Common Shares						2,284	Ι	Savings plan (1)	

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

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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. Number of onDerivative 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 (2)	\$ 23.03	02/21/2008		А	17,694	02/21/2011	02/21/2011	Common Shares	17,694
Restricted Stock Units	\$ 23.03	02/21/2008		А	17,694	02/21/2011	02/21/2011	Common Shares	17,694

Reporting Owners

Reporting Owner Name / Address	Relationships					
I B	Director	10% Owner	Officer	Other		
BUNN THOMAS W						
C/O KEYCORP			Vice Chair			
127 PUBLIC SQUARE			vice chair			
CLEVELAND, OH 44114						
Signatures						
Steven N. Bulloch POA Thoma	as W.	02/2	2/2008			
Bunn		02/22/2008				

**Signature of Reporting Person

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).

Date

- (1) As of December 31, 2007.
- (2) Performance 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.