

KEYCORP /NEW/
Form 424B2
May 20, 2003

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PRICING SUPPLEMENT NO. 5, DATED: May 16, 2003
to Prospectus Supplement Dated November 28, 2001
to Prospectus Dated November 28, 2001

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

KEYCORP

\$200,000,000

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

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

Original Issue Date: May 23, 2003
Maturity Date: May 23, 2006
Issue Price: 99.88%
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:

Interest Payment Dates:

Regular Record Dates if other than June 15 and December 15:

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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 checked="" type="checkbox"/> LIBOR | <input type="checkbox"/> Other (specify): |
| <input type="checkbox"/> Prime Rate | |

Initial Interest Rate: 3 month LIBOR on May 21, 2003 + 22 basis points

Interest Determination Date: Two London business days to the reset date

Index Maturity: 3 month LIBOR

Interest Reset Period: Quarterly

Spread (Plus or minus): +22 basis points

Interest Reset Dates: Quarterly on the 23rd of February, May, August and November

Maximum Interest Rate: N/A

Interest Payment Dates: Quarterly on the 23rd of February, May, August and November, 2003

Minimum Interest Rate: N/A

Calculation Date: N/A

Total Amount of OID: N/A

Calculation Agent: KeyBank National Association

Yield to Maturity: N/A

Spread Multiplier: N/A

Initial Accrual Period OID and Designated Method: N/A

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Other Terms (if any):

- AGENT:
- Salomon Smith Barney Inc.
 - Banc of America Securities LLC
 - Credit Suisse First Boston Corporation
 - Deutsche Bank Securities Inc.
 - Goldman, Sachs & Co.
 - HSBC Securities (USA), Inc.
 - J.P. Morgan Securities Inc.
 - Lehman Brothers Inc.
 - McDonald Investments Inc.
 - Morgan Stanley & Co. Incorporated
 - Other _____

Agent's Discount or Commission: .12% (\$240,000)
Trade Date: May 16, 2003
Proceeds to KeyCorp: \$199,760,000

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