Edgar Filing: KEYCORP /NEW/ - Form 4

KEYCORP /N	NEW/										
Form 4											
January 02, 20	009										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
if no longe subject to Section 16 Form 4 or	Section 16. SECURITIES Form 4 or							burden hou	Expires:January 31, 2005Estimated average burden hours per response0.5		
Form 5 obligations may contir <i>See</i> Instruc 1(b).	Section	17(a) of the		ility Hold	ing Com	pany	Act o	ge Act of 1934, f 1935 or Sectio 40	n		
(Print or Type Re	esponses)										
1. Name and Address of Reporting Person <u>*</u> MARTIN LAURALEE			2. Issuer Name and Ticker or Trading Symbol KEYCORP /NEW/ [KEY]				g	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) C/O KEYCORP, 127 PUBLIC			3. Date of Earliest Transaction(Month/Day/Year)12/31/2008					X_ Director 10% Owner Officer (give title Other (specify below) below)			
SQUARE											
	(Street) 4. If Amendment, Date Original Filed(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 				
CLEVELAN	D, OH 44114	4						Person	viore than One Re	eporung	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecurit	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)	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, -	(A) of 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						. ,		11,176	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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number on f 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)	\$ 0 <u>(1)</u>	12/31/2008	А	1,218	12/31/2008	12/31/2008	Common Shares	1,218

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
MARTIN LAURALEE C/O KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114	Х							
Signatures								
Steven N. Bulloch POA for La Martin	uralee	01	/02/2009)				
**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) Under deferral plan, fees were deferred into phantom stock account which stock is convertible into common shares on a one to one basis

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.

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