

KEYCORP /NEW/  
Form 8-K  
November 04, 2010

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

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of Report (Date of earliest event reported): November 4, 2010  
KeyCorp  
(Exact name of registrant as specified in charter)  
001-11302  
(Commission File Number)**

**OHIO** **34-6542451**  
**(State or other jurisdiction of incorporation)** **(I.R.S. Employer Identification No.)**  
**127 Public Square**  
**Cleveland, Ohio 44114-1306**  
**(Address of principal executive offices and zip code)**  
**(216) 689-6300**  
**(Registrant's telephone number, including area code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 9.01 Financial Statements and Exhibits

SIGNATURE

EX-5.1

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Item 9.01 Financial Statements and Exhibits

The purpose of this Current Report is to file with the Securities and Exchange Commission the opinion of Molly Z. Brown, Esq., regarding the issuance and sale of \$750 million 3.750% Senior Medium Term Notes, Series I, due August 13, 2015 (the Notes ), which opinion is incorporated by reference into KeyCorp s Registration Statement on Form S-3 (File No. 333-151608).

(d) Exhibits

5.1 Opinion of Molly Z. Brown, Esq. as to the validity of the Notes.

23.1 Consent of Molly Z. Brown, Esq. (included as part of Exhibit 5.1).

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

KEYCORP

(Registrant)

Date: November 4, 2010

By: /s/ Paul N. Harris

Paul N. Harris

Executive Vice President, General

Counsel and Secretary

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