

Harris Paul N
Form 4
March 07, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Harris Paul N

2. Issuer Name and Ticker or Trading Symbol
KEYCORP /NEW/ [KEY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
KEYCORP, 127 PUBLIC SQUARE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Gen. Counsel & Secretary

CLEVELAND, OH 44114

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Shares					37,014	D	
Common Shares					17,400	I	Savings plan ⁽¹⁾

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

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SEC 1474 (9-02)

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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. Transaction Code (Instr. 8)	5. Number of 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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Option to Buy	\$ 9.26	03/04/2011		A	42,406	03/04/2012 ⁽²⁾ 03/04/2021	Common Shares	42,406
Phantom Shares ⁽³⁾	\$ 9.26	03/04/2011		A	20,194	03/04/2014 03/04/2014	Common Shares	20,194
Phantom Shares ⁽⁴⁾	\$ 0 ⁽⁵⁾	03/04/2011		A	2,001	03/04/2011 03/04/2011	Common Shares	2,001
Phantom Shares ⁽⁶⁾	\$ 9.26	03/04/2011		A	19,600	03/04/2012 ⁽⁷⁾ 03/04/2012 ⁽⁷⁾	Common Shares	19,600
Phantom Shares ⁽⁶⁾	\$ 9.26	03/04/2011		A	7,296	03/04/2012 ⁽⁸⁾ 03/04/2012 ⁽⁸⁾	Common Shares	7,296

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harris Paul N KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114			EVP, Gen. Counsel & Secretary	

Signatures

Steven N. Bulloch POA for Paul N. Harris
03/07/2011
 **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) As of December 31, 2010.
- (2) Options vest in three annual installments
- (3) Performance Shares payable in cash.
- (4) Deferral into Deferred Savings Plan.

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- (5) Conversion to common shares is on a one to one basis.
- (6) Restricted Stock Units
- (7) Restricted Stock Units vest in four annual installments.
- (8) Restricted Stock Units vest in three annual installments.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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