

Edgar Filing: KEYCORP /NEW/ - Form 424B2

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

Tolerance Page: 3750

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