KEYCORP/NEW/ Form 4 October 03, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Shares

(Print or Type Responses)

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading	5. Relationship of Reporting Person(s) t
BARES WILLIAM G	Symbol	Issuer

KEYCORP /NEW/ [KEY]

(First) (Middle) (Last) 3. Date of Earliest Transaction

(Month/Day/Year) X_ Director 10% Owner Officer (give title Other (specify KEYCORP, 127 PUBLIC SQUARE 09/30/2005 below)

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting CLEVELAND, OH 44114 Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ties		5. Amount of	Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	nAcquired	(A) o	r	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed	of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			C-J- V	A	or	Price	(Instr. 3 and 4)		
			Code V	Amount	(D)				
Common	10/01/2005		M	647	A	\$ 0 (1)	13,478	D	
Shares						(1)			
Common							4,000	T	Spouse
Charac							4,000	1	spouse

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	Derivative		Defivative (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		3 3 4
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Shares (2)	\$ 0 (2)	09/30/2005		A	658		09/30/2005	09/30/2005	Common Shares	658	
Phantom Shares (1)	\$ 0 <u>(1)</u>	10/01/2005		M		647	10/01/2005	10/01/2005	Common Shares	647	

Reporting Owners

Reporting Owner Name / Address	Relationships						
Topolong of the Fund of Fund of	Director	10% Owner	Officer	Other			
BARES WILLIAM G KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114	X						

Signatures

Steven N. Bulloch POA for William G.
Bares
10/03/2005

**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) Phantom Shares were converted to Treasury Shares on a one-to-one basis and distributed under Deferral Plan.
- (2) 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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