Edgar Filing: KEYCORP /NEW/ - Form 4

KEVCODD NEW

Form 4											
January 03, 2	006										
FORM Check this	UNITED	STATES		ITIES A hington,			NGE (COMMISSION		PROVAL 3235-0287 January 31,	
if no long subject to Section 16 Form 4 or Form 5		SECUR	ITIES			NERSHIP OF the Act of 1934,	Estimated burden ho response.				
obligation may conti <i>See</i> Instru 1(b).	nue. Section 17(a	·		ility Hold vestment (U			f 1935 or Sectio 40	n		
(Print or Type R	esponses)										
BUNN THOMAS W Symbo			Symbol	uer Name and Ticker or Trading ol CORP /NEW/ [KEY]				5. Relationship of Reporting Person(s) to Issuer			
(Last) KEYCORP,	(First) (M 127 PUBLIC SQ	liddle) UARE		Earliest Transaction ay/Year)				(Check all applicable) <u></u> Director <u>X_</u> Officer (give title <u></u> 10% Owner below) Other (specify below) Vice Chair			
				ndment, Date Original th/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	ID, OH 44114							Person	viore than One Ke	eporting	
(City)	(State) ((Zip)	Table	e I - Non-Do	erivative S	Securi	ties Acc	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	(Month/Day/Year) Execution Date, if		3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or			d of	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Shares	12/31/2005			Code V F	Amount 4,277		Price \$ 32.9	(Instr. 3 and 4) 64,802	D		
Common Shares								5,448	Ι	Savings and Excess Savings Plans (1)	

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.

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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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Shares (2)	\$ 32.93 (<u>3)</u>	12/31/2005		А	31	12/31/2005	12/31/2005	Common Shares	31	\$ 3

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
BUNN THOMAS W KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114			Vice Chair					
Signatures								
Steven N. Bulloch POA for Th Bunn	01/03/2006							
**Signature of Reporting Person	n		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, 2004.
- (2) Under Deferred Compensation Plan, participant deferred portion of salary and received Corporation contribution. Contribution is payable in Treasury Shares at the time set forth in the Participation Agreement. A portion of these shares do not vest until retirement.
- (3) Conversion to Common Shares is 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.