KEYCORP /NEW/

Form 4

February 08, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

January 31, 2005

0.5

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
	(Check all applicable)			
3. Date of Earliest Transaction				
(Month/Day/Year)	Director 10% Owner			
02/07/2006	_X_ Officer (give title Other (specify below)			
	Vice Chair			
4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
Filed(Month/Day/Year)	Applicable Line)			
	Symbol KEYCORP/NEW/ [KEY] 3. Date of Earliest Transaction (Month/Day/Year) 02/07/2006 4. If Amendment, Date Original			

CLEVELAND, OH 44114

(City)	(State)	Zip) Table	e I - Non-D	erivative S	ecurit	ies Acq	quired, Disposed	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	Transaction(A) or Disposed of			5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial	
(======	any (Month/Day/Y		(Instr. 8)	(Instr. 3, 4	(A) or (D)	5) Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	owned Indirect (I) ollowing (Instr. 4) eported ransaction(s)	
Common Shares	02/07/2006		A	11,471	A	\$ 0 (1)	76,273	D	
Common Shares							9,432	I	Savings and Excess Savings Plans (2)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

,	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. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
ntom res (3)	\$ 0 (3)	02/07/2006		A	11,471	02/07/2009	02/07/2009	Common Shares	11,471

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 Thomas W.

Bunn

02/08/2006

**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) Award of restricted shares.
- (2) As of December 31, 2005.
- (3) Performance Shares payable in cash.

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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