Edgar Filing: KEYCORP /NEW/ - Form 4

KEYCORP /	NEW/									
Form 4 July 25, 2006	á									
FORM Check thi	4 UNITED	STATES		ATTIES A			NGE C	OMMISSION	OMB Number:	PROVAL 3235-0287 January 31,
if no long subject to Section 1 Form 4 of Form 5 obligation may conti <i>See</i> Instru 1(b).	6. Filed pu Section 17	rsuant to S (a) of the F	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940						Expires: 2005 Estimated average burden hours per response 0.5	
(Print or Type R	Responses)									
SANFORD BILL R Symbol			r Name and Ticker or Trading DRP /NEW/ [KEY]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) KEYCORP,	(First) (First	(Middle) QUARE	3. Date of (Month/D 07/24/20	-	ansaction			X Director Officer (give to below)	10%	Owner er (specify
Filed(Mon			ndment, Date Original hth/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	ND, OH 44114							Person		porting
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		n Date, if	3. Transactio Code (Instr. 8) Code V	(Instr. 3,	spose	d of (D) 5) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Shares	07/24/2006			М	1,511	А	\$ 36.68	16,511	D	

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.

 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)	4. Transactic Code (Instr. 8)	5. Number for 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 Securities (Instr. 3 and 4)		8 1 2 ()
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Shares (1)	\$ 36.68	07/24/2006	М		3,022	07/24/2006	07/24/2006	Common Shares	3,022	

Reporting Owners

Reporting Owner Name / Address	Relationships							
1 0	Director	10% Owner	Officer	Other				
SANFORD BILL R KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114	Х							
Signatures								
Steven N. Bulloch POA for Bill Sanford	ll R.	07/	25/2006					
**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) Phantom Shares were distributed under Deferred Share Plan and were paid one half in cash and one half in Common Shares.

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.