

KEYCORP /NEW/  
Form 8-A12B/A  
May 15, 2007

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

FORM 8-A/A  
(Amendment No. 2)  
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

**KeyCorp**

(Exact name of registrant as specified in its charter)

Ohio

(State of incorporation or organization)

34-6542451

(I.R.S. Employer Identification No.)

127 Public Square, Cleveland, Ohio

(Address of principal executive offices)

44114-1306

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered

Name of each exchange on which  
each class is to be registered

Rights to purchase Common Shares

New York Stock Exchange

If this form relates to the registration  
of a class of securities pursuant to  
Section 12(b) of the Exchange Act  
and is effective pursuant to General  
Instruction A.(c), please check the  
following box. x

If this form relates to the registration  
of a class of securities pursuant to  
Section 12(g) of the Exchange Act  
and is effective pursuant to General  
Instruction A.(d), please check the  
following box. o

Securities Act registration statement file number to which this form relates:

Not Applicable  
(If applicable)

Securities to be registered pursuant to Section 12(g) of the Act: None

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**Item 1. Description of Registrant's Securities to be Registered.**

This Amendment No. 2 amends the Form 8-A Registration Statement filed by KeyCorp (the Company) on June 19, 1997, as amended by Amendment No. 1 to Form 8-A Registration Statement filed by the Company on March 6, 1998.

On May 14, 2007, the Company's Rights to purchase Common Shares expired by their terms, pursuant to the Restated Rights Agreement, dated May 15, 1997, between the Company and KeyBank National Association, as Rights Agent (the Rights Agreement).

This summary does not purport to be complete and is qualified in its entirety by reference to the copy of the Rights Agreement that is filed as Exhibit 4.1 to this Amendment No. 2 and is incorporated by reference herein.

**Item 2. Exhibits.**

<u>Exhibit</u>	<u>Description of Document</u>
3.1	Amended and Restated Articles of Incorporation of KeyCorp, filed as Exhibit 3 to Form 10-Q for the quarter ended September 30, 1998, and incorporated herein by reference.
3.2	Amended and Restated Regulations of KeyCorp, effective May 23, 2002, filed as Exhibit 3.2 to Form 10-Q for the quarter ended June 30, 2002, and incorporated herein by reference.
4.1	Restated Rights Agreement, dated as of May 15, 1997, between KeyCorp and KeyBank National Association, as Rights Agent, filed on June 19, 1997, as Exhibit 1 to Form 8-A, and incorporated herein by reference.

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: May 15, 2007

KEYCORP

By: /s/ Daniel R. Stolzer

Name: Daniel R. Stolzer

Title: Vice President and Deputy General Counsel