STACK EDWARD W Form 4 July 28, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

Shares

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * STACK EDWARD W			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
		KE	YCO	RP /NEW	// [KEY]		(Che	ck all applicable	e)	
(Last)	(First) (M	Iiddle) 3. D	Date of 1	Earliest Tra	insaction					
		(Mc	onth/Da	y/Year)			_X_ Director	10%	6 Owner	
C/O OF KEYCORP, 127 PUBLIC SQUARE			07/27/2010				Officer (giv below)	e titleOth below)	er (specify	
(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			
CLEVELA	ND, OH 44114						Form filed by Person	More than One Ro	eporting	
(City)	(State)	(Zip)	Table	I - Non-Do	erivative S	Securities Ac	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date	2A. Deemed		3.	4. Securit	ties	5. Amount of	6. Ownership	7. Nature of	
Security	rity (Month/Day/Year) Executi-		on Date, if TransactionAcquired (A) or			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 Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
						(A)	Reported			
						or	Transaction(s) (Instr. 3 and 4)			
				Code V	Amount	(D) Price	(msu. 3 and 4)			
Common							10,000	D		
Chamas							10,000	D		

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)	4. Transactic Code (Instr. 8)	5. Number proof 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)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Shares (1)	\$ 8.42	07/27/2010	A	8,313	07/27/2013	07/27/2013	Common Shares	8,313

Reporting Owners

Reporting Owner Name / Address	Relationships					
FB	Director	10% Owner	Officer	Other		
STACK EDWARD W C/O OF KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114	X					

Signatures

Molly Z. Brown POA for Edward W. Stack 07/28/2010

**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 are awarded under Deferred Share Plan and payable 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.

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