Edgar Filing: CARTWRIGHT CAROL A - Form 4

CARTWRIG Form 4	HT CAROL	А									
October 03, 2	2011										
FORM	4								-	PPROVAL	
	UNIII	ED STATE		ITIES A hington,			NGE (COMMISSION	OMB Number:	3235-0287	
	Check this box if no longer						Expires:	January 31, 2005			
subject to	subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Estimated a burden hou response	average Irs per			
Form 5									response	0.5	
obligation may conti <i>See</i> Instru 1(b).	nue. Section	17(a) of the		lity Hold	ling Com	pany	Act o	of 1935 or Sectio	n		
(Print or Type R	esponses)										
CARTWRIGHT CAROL A Syr			2. Issuer Symbol	2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
			KEYCO	KEYCORP /NEW/ [KEY]				(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			(Chick	in un upplicuon	()			
C/O KEYCO SQUARE	ORP, 127 PUI	BLIC	(Month/Da 10/01/20	-				X_ Director Officer (give below)		6 Owner er (specify	
(Street)			4. If Amer	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
Filed(Mon CLEVELAND, OH 44114				onth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
								Person			
(City)	(State)	(Zip)	Table	I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	(Month/Day/Year) Execution Date, if TransactionA any Code D		4. Securi onAcquired Disposed (Instr. 3,	l (A) o l of (D 4 and (A))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Shares	10/01/2011			М	305	А	\$ 0 (1)	13,400	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)

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. Transactic Code (Instr. 8)	5. Numbor Derivativ Securitie: Acquired (A) or Disposed of (D) (Instr. 3, and 5)	Expiration Da e (Month/Day/Y	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)	\$ 0 <u>(1)</u>	10/01/2011		М	30	5 10/01/2011	10/01/2011	Common Shares	305	\$

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Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
CARTWRIGHT CAROL A C/O KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114	Х							
Signatures								
Steven N. Bulloch POA Carol Cartwright	А.	10/	03/2011					
**Signature of Reporting Person	L		Date					
Evaluation of Responses:								

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 converted to treasury shares on a one to one basis and distributed under deferral plan.

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.