Edgar Filing: Harris Paul N - Form 4

Harris Paul N Form 4	I										
February 20,	2009										
FORM A										PPROVAL	
	CUNIVI 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							COMMISSION	OMB Number:	3235-0287	
Check this if no long subject to Section 10 Form 4 or	er STATEN 5.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires:January 31 200Estimated averageburden hours per response0.		
Form 5 obligations may continue. See Instruction 1(b). 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											
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> Harris Paul N			2. Issuer Name and Ticker or Trading Symbol KEYCORP /NEW/ [KEY]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction (Check					k all applicable)			
KEYCORP,	(Month/Day/Year) 02/19/2009					Director 10% Owner Officer (give title Other (specify below) below) below) EVP, Gen. Counsel & Secretary					
	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
CLEVELAN	ID, OH 44114								More than One Re		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ties Acq	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. De (Month/Day/Year) Execut any (Month		on Date, if	3.4. Securities AcquiredTransaction(A) or Disposed ofCode(D)(Instr. 8)(Instr. 3, 4 and 5)			Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
_				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Shares	02/19/2009			А	37,248	А	\$ 0 (1)	76,478	D		
Common Shares								11,056	Ι	Savings plan (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)

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. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
Dire		10% Owner	Officer	Other				
Harris Paul N KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114			EVP, Gen. Counsel & Secretary					
Signatures								
Steven N. Bulloch POA for Paul N. Harris		02/2						
**Signature of Reporting Person		Ι	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, 2008.

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.