KEYCORP /NEW/ Form 4 July 02, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB or

Number: 3235-0287

OMB APPROVAL

Expires: January 31, 2005

0.5

Estimated average burden hours per response...

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

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MANOS KRISTEN L			2. Issuer Name and Ticker or Trading Symbol KEYCORP/NEW/ [KEY]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle)			3. Date of	3. Date of Earliest Transaction				ск ин иррпсион	~)	
			(Month/Da	ay/Year)			_X_ Director	10%	6 Owner	
C/O KEYCO SQUARE	ORP, 127 PUB	07/01/2013				Officer (gives)	re titleOth below)	other (specify below)		
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
CLEVELA	ND, OH 44114		Filed(Mont	th/Day/Year)			Applicable Line) _X_ Form filed by Form filed by Person	One Reporting Pe More than One Re		
(City)	(State)	(Zip)	Table	I - Non-D	erivative S	ecurities Ac	quired, Disposed	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Execut any	eemed ion Date, if n/Day/Year)	3. Transaction Code (Instr. 8)	4. SecuritionAcquired Disposed (Instr. 3,	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Shares							21,276	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.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: KEYCORP /NEW/ - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Ex	ercisable and	7. Title and	Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Derivative		e Expiration	Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Da	ay/Year)	(Instr. 3 and	4)	Securi
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Acquired					(Instr.
	Derivative				(A) or					
	Security				Disposed of	f				
				(D)						
					(Instr. 3, 4,					
					and 5)					
						Data	Evniration		Amount	
						Date Exercisable	Expiration e Date	Title	Number of	
				Code	/ (A) (I	D)			Shares	
Phantom Shares (1)	\$ 0 (1)	07/01/2013		A	1,336	(2)	(2)	Common Shares	1,336	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MANOS KRISTEN L C/O KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114	X					

Signatures

Frank P. Esposito POA Kristen Manos

07/02/2013

**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) Under Directors' Deferred Compensation Plan, director's fees were deferred into Phantom Share account which shares are convertible into Common Shares on a one to one basis.
- (2) Under the terms of the Directors' Deferred Compensation Plan, payment of the Phantom Shares has been deferred until the earlier of January 1, 2016 or the death of the participant.
- (3) Includes approximately 174 dividend-equivalent Phantom Shares accrued in June 2013.

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.

Reporting Owners 2