

Gorman Christopher M.  
 Form 3  
 March 17, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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 Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Gorman Christopher M.		(Month/Day/Year)	KEYCORP /NEW/ [KEY]	
(Last)	(First)	(Middle)	03/11/2010	
C/O KEYCORP, 127 PUBLIC SQUARE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
CLEVELAND, OH 44114			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			SEVP	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Shares	322,433	D	
Common Shares	2,139	I	Savings Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Option to Buy	07/19/2003	07/19/2010	Common Shares	10,000	\$ 18.53	D	Â
Option to Buy	09/20/2003	09/20/2010	Common Shares	15,000	\$ 23	D	Â
Option to Buy	01/17/2004	01/17/2011	Common Shares	5,000	\$ 28.25	D	Â
Option to Buy	01/17/2005	01/17/2012	Common Shares	12,192	\$ 24.61	D	Â
Option to Buy	07/17/2006	07/17/2013	Common Shares	35,000	\$ 25.64	D	Â
Option to Buy	07/23/2007	07/23/2014	Common Shares	45,500	\$ 29.27	D	Â
Option to Buy	07/22/2008	07/22/2015	Common Shares	42,210	\$ 34.4	D	Â
Option to Buy	07/21/2009	07/21/2016	Common Shares	35,714	\$ 36.37	D	Â
Option to Buy	07/20/2010 <sup>(1)</sup>	07/20/2017	Common Shares	42,857	\$ 36.2	D	Â
Option to Buy	07/25/2011 <sup>(2)</sup>	07/25/2018	Common Shares	65,000	\$ 11.16	D	Â
Phantom Shares	03/31/2010	03/31/2010	Common Shares	2,356	\$ <sup>(3)</sup>	D	Â
Phantom Shares	Â <sup>(4)</sup>	Â <sup>(4)</sup>	Common Shares	50,599	\$ <sup>(3)</sup>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gorman Christopher M. C/O KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114	Â	Â	Â SEVP	Â

## Signatures

Steven N. Bulloch POA for Christopher M. Gorman 03/17/2010

Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) 2/3 of the options have vested and the remaining 1/3 will vest on 7/20/2010.
- (2) 1/3 of the options became vested on 7/25/2009 and the remaining 2/3 will vest annually on 7/25/2010 and 7/25/2011.
- (3) Conversion to common shares is on a one to one basis.
- (4) At retirement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.  
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