

KEYCORP /NEW/  
Form SC 13G/A  
February 14, 2008

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**SCHEDULE 13G**  
**(Rule 13d-102)**  
**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT**  
**TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED**  
**PURSUANT TO RULE 13d-2(b)**  
**Amendment No. 3**  
**KeyCorp**

(Name of Issuer)  
Common Stock (New)

(Title of Class of Securities)  
493267-108

(CUSIP Number)  
December 31, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 493267-108

**1** NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Wilmington Trust Corporation 51-0328154

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

**2**  
(a)  p  
(b)  o

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

**5** SOLE VOTING POWER  
NUMBER OF 11,965

**6** SHARED VOTING POWER  
SHARES BENEFICIALLY OWNED BY 22,070,955

**7** SOLE DISPOSITIVE POWER  
EACH REPORTING PERSON 8,552

**8** SHARED DISPOSITIVE POWER  
WITH: 3,922

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
22,084,577

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

**10**

o N/A

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**11**

5.7%

TYPE OF REPORTING PERSON\*

**12**

HC

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CUSIP No. 493267-108

**1** NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Wilmington Trust Company, in various fiduciary capacities 51-0055023

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

**2**  
(a)   
(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware banking corporation

**5** SOLE VOTING POWER  
NUMBER OF 3,959

**6** SHARED VOTING POWER  
SHARES BENEFICIALLY OWNED BY 22,070,955

**7** SOLE DISPOSITIVE POWER  
EACH REPORTING PERSON 2,194

**8** SHARED DISPOSITIVE POWER  
WITH: 3,422

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
22,076,571

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

**10**

o N/A

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**11**

5.7%

TYPE OF REPORTING PERSON\*

**12**

BK

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CUSIP No. 493267-108

**1** NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Wilmington Trust FSB, in various fiduciary capacities 52-1877389

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

**2**  
(a)   
(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
Federal Savings Bank

**5** SOLE VOTING POWER  
NUMBER OF 1,648

**6** SHARED VOTING POWER  
SHARES BENEFICIALLY OWNED BY 0

**7** SOLE DISPOSITIVE POWER  
EACH REPORTING PERSON 0

**8** SHARED DISPOSITIVE POWER  
WITH: 500

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,648

**10** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

o N/A

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

**12** TYPE OF REPORTING PERSON\*

BK

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CUSIP No. 493267-108

**1** NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Wilmington Trust of Pennsylvania, in various fiduciary capacities 23-2413335

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

**2**  
(a)   
(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
Pennsylvania banking corporation

**5** SOLE VOTING POWER  
NUMBER OF 6,358

**6** SHARES BENEFICIALLY OWNED BY  
SHARED VOTING POWER  
0

**7** EACH REPORTING PERSON  
SOLE DISPOSITIVE POWER  
6,358

**8** WITH:  
SHARED DISPOSITIVE POWER  
-0-

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
6,358

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

10

o N/A

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0%

TYPE OF REPORTING PERSON\*

12

BK

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CUSIP 493267-108

**Item 1(a). Name of Issuer:**

KeyCorp

**Item 1(b). Address of Issuer's Principal Executive Offices:**

127 Public Square  
Cleveland, Ohio 44114

**Item 2(a). Name of Person Filing:**

Wilmington Trust Corporation, Wilmington Trust Company,  
Wilmington Trust FSB and Wilmington Trust of Pennsylvania

**Item 2(b). Address of Principal Business Office, or if None, Residence:**

1100 North Market Street  
Wilmington, DE 19890

**Item 2(c). Citizenship:**

Wilmington Trust Corporation is a Delaware corporation;  
Wilmington Trust Company is a Delaware banking corporation.  
Wilmington Trust FSB is a Federal Savings Bank; and  
Wilmington Trust of Pennsylvania is a Pennsylvania banking corporation.

**Item 2(d). Title of Class of Securities:**

Common Stock

**Item 2(e). CUSIP Number:**

493267-108

**Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:**

(a)  Broker or dealer registered under Section 15 of the Exchange Act.

(b)  Bank as defined in Section 3(a)(6) of the Exchange Act.

Wilmington Trust Company, Wilmington Trust FSB and Wilmington Trust of Pennsylvania are each Banks and are each direct, wholly-owned subsidiaries of Wilmington Trust Corporation.

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- (c) o Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) o Investment company registered under Section 8 of the Investment Company Act.
- (e) o An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) o An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) p A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);  
Wilmington Trust Corporation is a Parent Holding Company.
- (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) o A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the  
Investment Company Act;
- (j) p Group, in accordance with Rule 13d-1(b)(1)(ii)(J).  
Wilmington Trust Corporation, Wilmington Trust Company, Wilmington Trust FSB and Wilmington Trust of  
Pennsylvania are a Group.

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Wilmington Trust Corporation:	22,084,577 shares
Wilmington Trust Company:	22,076,571 shares
Wilmington Trust FSB:	1,648 shares
Wilmington Trust of Pennsylvania:	6,358 shares

(b) Percent of class:

Wilmington Trust Corporation:	5.7%
Wilmington Trust Company:	5.7%
Wilmington Trust FSB:	0.0%
Wilmington Trust of Pennsylvania:	0.0%

(c) Number of shares as to which Wilmington Trust Corporation, Wilmington Trust Company, Wilmington Trust FSB and Wilmington Trust of Pennsylvania have:

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- (i) Sole power to vote or to direct the vote 11,965 shares
- (ii) Shared power to vote or to direct the vote 22,070,955 shares
- (iii) Sole power to dispose or to direct the disposition of 8,552 shares
- (iv) Shared power to dispose or to direct the disposition of 3,922 shares

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

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**Item 6. Ownership of More Than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.**

Wilmington Trust Company: BK

Wilmington Trust FSB: BK

Wilmington Trust of Pennsylvania: BK

**Item 8. Identification and Classification of Members of the Group.**

Wilmington Trust Corporation: HC

Wilmington Trust Company: BK

Wilmington Trust FSB: BK

Wilmington Trust of Pennsylvania: BK

**Item 9. Notice of Dissolution of Group.**

Not applicable.

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**Item 10. Certifications.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2008

Wilmington Trust Corporation  
Wilmington Trust Company  
Wilmington Trust FSB  
Wilmington Trust of Pennsylvania

By:

Michael A. DiGregorio  
Senior Vice President