

KEYCORP /NEW/  
Form 424B2  
October 19, 2001

PRICING SUPPLEMENT NO. 21, DATED: OCTOBER 19, 2001  
to Prospectus Supplement Dated August 23, 2001  
to Prospectus Dated August 23, 2001

RULE 424(b) (2)  
REGISTRATION STATEMENT NO. 333-50802

KEYCORP

\$50,000,000

SENIOR MEDIUM-TERM NOTES, SERIES F  
 SUBORDINATED MEDIUM-TERM NOTES, SERIES E

Floating Rate Notes  \_\_\_% Fixed Rate Notes  
 Book-Entry Notes  Certificated Notes

Original Issue Date: OCTOBER 23, 2001  
Maturity Date: OCTOBER 22, 2004  
Issue Price: 99.913%  
Paying Agent: Bankers Trust Company  
Authenticating Agent: Bankers Trust Company

Option to Elect Redemption:  Yes  No

Redemption Date(s):  
Initial Redemption Percentage:  
Annual Redemption Percentage Reduction:

Option to Elect Repayment:  Yes  No

Repayment Date(s): n/a  
Repayment Price(s): n/a

Repurchase Price (if any): n/a  
Amortization Schedule (if any): n/a  
Sinking Fund Defeasance:  Yes  No

Minimum Denominations:  \$1,000  Other:

Option to Extend Maturity:

Extended Maturity Dates:  
Notice of Extension Date(s):

Specified Currency (not U.S. Do

Authorized Denominations:  
Exchange Rate Agency:

Optional Interest Rate Reset:  
Optional Interest Rate Reset Da  
Optional Extension of Maturity:  
Length of Extension Period:

FIXED RATE NOTES ONLY

Interest Computation Period:

Interest Payment Dates:

Regular Record Dates if other than June 15 and December 15:

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FLOATING RATE NOTES ONLY

BASE RATE:

- |  |   |
|--|---|
| <input type="checkbox"/> CD Rate               | <input type="checkbox"/> Treasury Rate                    |
| <input type="checkbox"/> Commercial Paper Rate | <input type="checkbox"/> CMT Rate                         |
| <input type="checkbox"/> Federal Funds Rate    | <input type="checkbox"/> 11th District Cost of Funds Rate |
| <input checked="" type="checkbox"/> LIBOR      | <input type="checkbox"/> Other (specify):                 |
| <input type="checkbox"/> Prime Rate            |   |

Initial Interest Rate: 3-month LIBOR effective on October 19, 2001 plus .37%

Interest Determination Date: Two days prior to each Interest

Index Maturity: 3-month LIBOR

Interest Reset Period: Quarterly

Spread (Plus or minus): plus .37%

Interest Reset Dates: Quarterly, on January, April, and July commencing on

Maximum Interest Rate: n/a

Interest Payment Dates: Quarterly, on January, April, and July commencing on

Minimum Interest Rate: n/a

Calculation Date: n/a

Total Amount of OID: n/a

Calculation Agent: KeyBank National Association

Yield to Maturity: n/a

Spread Multiplier: n/a

Initial Accrual Period OID and Designated Method: n/a

Telerate Page: 3750

Other Terms (if any): n/a

- AGENT:
- |                                     |  |
|-------------------------------------|--|
| <input type="checkbox"/>            | Salomon Smith Barney Inc.              |
| <input type="checkbox"/>            | Chase Securities Inc.                  |
| <input type="checkbox"/>            | Credit Suisse First Boston Corporation |
| <input type="checkbox"/>            | Deutsche Bank Securities Inc.          |
| <input type="checkbox"/>            | Goldman, Sachs & Co.                   |
| <input type="checkbox"/>            | Lehman Brothers Inc.                   |
| <input checked="" type="checkbox"/> | McDonald Investments Inc.              |
| <input type="checkbox"/>            | J.P. Morgan Securities Inc.            |
| <input type="checkbox"/>            | Morgan Stanley & Co. Incorporated      |
| <input type="checkbox"/>            | Other:                                 |

Agent's Discount or Commission: 0%  
Trade Date: October 18, 2001  
Proceeds to KeyCorp: \$49,956,500

Acting as Agent  Agent is acting as Agent for the sale of Notes by KeyCorp at a price of % of the principal amount

Acting as Principal  Agent is purchasing Notes from KeyCorp as Principal for resale to investors and other purchasers at:

a fixed public offering price of % of the Principal amount  
 varying prices related to prevailing market prices at resale to be determined by such Agent

