### Edgar Filing: BARES WILLIAM G - Form 4

DADES WILLIAM C

Form 4	LIAM G										
January 04, 2	_										
FORM	<b>14</b> UNITE	D STATES		ITIES Al hington,			NGE	COMMISSION	-	PPROVAL 3235-0287	
Check thi if no long subject to Section 1 Form 4 o	F CHAN	GES IN I SECURI	burden hou	Expires: January 31, 2005 Estimated average burden hours per response 0.5							
Form 5 obligation may cont <i>See</i> Instru 1(b).	inue. Section	17(a) of the		ility Hold	ing Com	ipany	Act o	ge Act of 1934, f 1935 or Sectio 40	n		
(Print or Type F	Responses)										
1. Name and Address of Reporting Person <u>*</u> BARES WILLIAM G			2. Issuer Name <b>and</b> Ticker or Trading Symbol KEYCORP /NEW/ [KEY]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Check				ck all applicable	e)			
C/O KEYCORP, 127 PUBLIC SQUARE			(Month/Day/Year) 01/01/2010					X_ Director 10% Owner Officer (give title Other (specify below) below)			
	(Street) 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	ND, OH 44114	ł						Form filed by M Person	More than One R	eporting	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	emed on Date, if /Day/Year)	Code Disposed of (D)				SecuritiesHBeneficially(OwnedH	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Shares	01/01/2010			М	2,767	А	\$ 0 (1)	52,151	D		
Common Shares								4,000	I	Spouse	

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.

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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. Transactiv Code (Instr. 8)	5. Number prof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of 8 Underlying Securities I (Instr. 3 and 4) 5	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Shares $(1)$	\$ 0 <u>(1)</u>	01/01/2010		М	2,767	01/01/2010	01/01/2010	Common Shares	2,767

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
	Director	10% Owner	Officer	Other				
BARES WILLIAM G C/O KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114	Х							
Signatures								
Steven N. Bulloch POA Willia Bares	01/04/2010							
<u>**</u> Signature of Reporting Person		D	ate					

### **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) Phantom Shares were converted to treasury shares on a one to one basis and distributed under deferral plan.

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.