

Hyle Charles S
Form 4
March 06, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Hyle Charles S

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)
KEYCORP, 127 PUBLIC SQUARE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Risk Officer

CLEVELAND, OH 44114

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares	03/02/2012		A		23,080	A	\$ 0
Common Shares	03/02/2012		F		10,347	D	\$ 7.98
Common Shares					17,200	I	
Common Shares					5,000	I	

Savings Plan ⁽¹⁾

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.

SEC 1474
(9-02)

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. Transaction Code (Instr. 8)	5. Number of 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 Underlying Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount
Option to Buy	\$ 7.98	03/02/2012		A	94,086	03/02/2013 ⁽²⁾ 03/02/2022	Common Shares 94
Phantom Shares ⁽³⁾	\$ 7.98	03/02/2012		A	43,859	03/02/2015 03/02/2015	Common Shares 43
Restricted Stock Units	\$ 7.98	03/02/2012		A	9,699	03/02/2013 ⁽⁴⁾ 03/02/2013 ⁽⁴⁾	Common Shares 9

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hyle Charles S KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114	Chief Risk Officer

Signatures

Steven N. Bulloch POA for Charles S. Hyle 03/06/2012

 **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) As of December 31, 2011.
- (2) Options vest in four annual installments

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- (3) Performance Shares payable in cash.
- (4) Restricted Stock Units vest in three annual installments.

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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