

KEYCORP /NEW/  
Form 4  
March 14, 2005

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**STEVENS THOMAS G**

(Last) (First) (Middle)

**KEYCORP, 127 PUBLIC SQUARE**

(Street)

**CLEVELAND, OH 44114**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**KEYCORP /NEW/ [KEY]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/11/2005**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)

Vice Chair and CAO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| Common<br>Shares                      |   |   |                                      | (A)<br>or<br>(D)   | 66,483   | D  |   |
| Common<br>Shares                      |   |   |                                      | (A)<br>or<br>(D)   | 23,609   | I  | Savings<br>and Excess<br>Savings<br>Plans <sup>(1)</sup>          |

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  
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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 (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 or Number of Shares                            |
| Phantom Shares <sup>(2)</sup>              | \$ 0 <sup>(3)</sup>                                    | 03/11/2005                           |  | A                              | 5,332  | 03/11/2006 03/11/2008                                    | Common Shares 5,332   |
| Phantom Shares <sup>(4)</sup>              | \$ 0 <sup>(3)</sup>                                    | 03/11/2005                           |  | A                              | 284  | 03/11/2005 <sup>(4)</sup> 03/11/2005 <sup>(4)</sup>      | Common Shares 284   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                    |       |
|---|---------------|-----------|--------------------|-------|
|   | Director      | 10% Owner | Officer            | Other |
| STEVENS THOMAS G<br>KEYCORP<br>127 PUBLIC SQUARE<br>CLEVELAND, OH 44114 | X             |           | Vice Chair and CAO |       |

## Signatures

Steven N. Bulloch POA for Thomas C. Stevens 03/14/2005

\_\_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, 2004.

(2) Under Automatic Deferral Plan, a portion of compensation is deferred over three year period and paid in treasury shares or transferred to Deferred Compensation Plan.

(3) Conversion to common shares is on a one-to-one basis.

(4) Under Deferred Compensation Plan, participant deferred portion of compensation and received corporate contribution set forth herein. Contribution is payable in treasury shares on date set forth in election agreement and vests pursuant to provisions in plan.

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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