

Edgar Filing: KEYCORP /NEW/ - Form 424B2

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Form 424B2
April 25, 2002

PRICING SUPPLEMENT NO. 2, DATED: April 24, 2002
to Prospectus Supplement Dated November 28, 2001
to Prospectus Dated November 28, 2001

RULE 424(b) (2)
REGISTRATION STATEMENT NO. 333-73380

KEYCORP

\$10,000,000

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

Floating Rate Notes
 Book-Entry Notes

___% Fixed Rate Notes
 Certificated Notes

Original Issue Date: April 26, 2002
Maturity Date: April 26, 2005
Issue Price: 99.91%
Paying Agent: Deutsche Bank Trust Company Americas
Authenticating Agent: Deutsche Bank Trust Company Americas

OPTION TO ELECT REDEMPTION: Yes No
Redemption Date(s):
Initial Redemption Percentage:
Annual Redemption Percentage Reduction:

OPTION TO EXTEND MATURITY:
Extended Maturity Dates:
Notice of Extension Date(s):

OPTION TO ELECT REPAYMENT: Yes No
Repayment Date(s):
Repayment Price(s):

SPECIFIED CURRENCY (NOT U.S. DOLLARS):
Authorized Denominations:
Exchange Rate Agency:

Repurchase Price (if any): N/A
Amortization Schedule (if any): N/A
Sinking Fund Defeasance: Yes No
Minimum Denominations: \$1,000 Other:

Optional Interest Rate Reset:
Optional Interest Rate Reset Dates:
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 on April 24, 2002 + 42 basis points

Interest Determination Date: Two London business days to the reset date

Index Maturity: 3 month LIBOR

Interest Reset Period: Quarterly

Spread (Plus or minus): +42 basis points

Interest Reset Dates: Quarterly on the 26th of July, October, January and April

Maximum Interest Rate: N/A

Interest Payment Dates: Quarterly on the 26th of July, October, January and April, commencing 2002

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

Tolerance Page: 3750

Other Terms (if any):

- AGENT: Salomon Smith Barney Inc.
 Banc of America Securities LLC
 Credit Suisse First Boston Corporation
 Deutsche Bank Securities Inc.
 Goldman, Sachs & Co.
 HSBC Securities (USA), Inc.
 J.P. Morgan Securities Inc.
 Lehman Brothers Inc.
 McDonald Investments Inc.
 Morgan Stanley & Co. Incorporated
 Other Bear, Stearns & Co., Inc.

Agent's Discount or Commission: .09% (\$9,000)
Trade Date: April 23, 2002
Proceeds to KeyCorp: \$9,991,000

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 the time of resale to be determined by such Agent

