

DeAngelis Robert A
 Form 3
 March 22, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
DeAngelis Robert A		(Month/Day/Year)	KEYCORP /NEW/ [KEY]	
(Last)	(First)	(Middle)	03/14/2013	
C/O KEYCORP, 127 PUBLIC SQUARE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
CLEVELAND, OH 44114			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			Dir, Enterprise Program Mgmt	<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Shares	81,809	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title		

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				Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Option to Buy	12/29/2007 ⁽¹⁾	12/29/2016	Common Shares	26,000	\$ 38.15	D	Â
Option to Buy	07/20/2008 ⁽¹⁾	07/20/2017	Common Shares	23,571	\$ 36.2	D	Â
Option to Buy	07/25/2009 ⁽¹⁾	07/25/2018	Common Shares	40,000	\$ 11.16	D	Â
Option to Buy	07/27/2010 ⁽¹⁾	07/27/2019	Common Shares	46,750	\$ 5.55	D	Â
Option to Buy	07/27/2011 ⁽²⁾	07/27/2020	Common Shares	36,464	\$ 8.42	D	Â
Option to Buy	03/04/2012 ⁽³⁾	03/04/2021	Common Shares	30,841	\$ 9.26	D	Â
Option to Buy	03/02/2013 ⁽³⁾	03/02/2022	Common Shares	53,225	\$ 7.98	D	Â
Option to Buy	03/01/2014 ⁽³⁾	03/01/2023	Common Shares	11,267	\$ 9.33	D	Â
Restricted Stock Units	03/01/2014 ⁽³⁾	03/01/2017 ⁽³⁾	Common Shares	25,723	\$ ⁽⁴⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DeAngelis Robert A C/O KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114	Â	Â	Â Dir, Enterprise Program Mgmt	Â

Signatures

Frank P. Esposito POA for Robert A.
DeAngelis 03/22/2013

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Vested in three equal annual installments. Options are fully vested.
- (2) Vests in three equal annual installments. First vesting occurred on the date shown.
- (3) Vests in four equal annual installments beginning on the date shown.
- (4) Conversion to Common Shares is on a one-for-one basis.

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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