

KEYCORP /NEW/  
Form 424B2  
May 08, 2008

PRICING SUPPLEMENT NO. 4, DATED: May 7, 2008  
 to Prospectus Supplement Dated January 25, 2005  
 to Prospectus Dated January 25, 2005

RULE 424(b)(2)  
 REGISTRATION STATEMENT NO. 333-121553

**KEYCORP**

\$750,000,000

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

- Floating Rate Notes       6.500% Fixed Rate Notes
- Book-Entry Notes       Certificated Notes

Original Issue Date: May 14, 2008  
 Maturity Date: May 14, 2013  
 Issue Price: 99.588%  
 Paying Agent: Deutsche Bank Trust Company Americas  
 Authenticating Agent: Deutsche Bank Trust Company Americas

OPTION TO ELECT REDEMPTION:	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/>	OPTION TO EXTEND MATURITY:	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/>
Redemption Date(s):			Extended Maturity Dates:		
Initial Redemption Percentage:			Notice of Extension Date(s):		
Annual Redemption Percentage Reduction:					

OPTION TO ELECT REPAYMENT:	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/>	SPECIFIED CURRENCY (NOT U.S. DOLLARS):	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/>
Repayment Date(s):			Authorized Denominations:		
Repayment Price(s):			Exchange Rate Agency:		

Repurchase Price (if any):			Optional Interest Rate Reset:	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/>
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Amortization Schedule (if any):			Optional Interest Rate Reset Dates:	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/>
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Sinking Fund Defeasance:	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/>	Optional Extension of Maturity:	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/>
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Length of Extension Period:	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/>
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Minimum Denominations:       \$1,000       Other  
 FIXED RATE NOTES ONLY

Interest Computation Period: Semi-annual (day count: 30/360)  
 Interest Payment Dates: November 14<sup>th</sup> and May 14<sup>th</sup>  
 Regular Record Dates if other than May 31 and November 30: November 1<sup>st</sup> and May 1<sup>st</sup>

FLOATING RATE NOTES ONLY  
 BASE RATE:

- CD Rate
- Treasury Rate

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- o Commercial Paper Rate
  - o Federal Funds Rate
  - o LIBOR
  - o Prime Rate
  - o CMT Rate
  - o 11<sup>th</sup> District Cost of Funds Rate
  - o Other (specify):
-

Initial Interest Rate:  
Index Maturity:  
Spread (Plus or minus):  
Maximum Interest Rate:  
Minimum Interest Rate:  
Total Amount of OID:  
Yield to Maturity:  
Initial Accrual Period OID and Designated Method:

Interest Determination Date:  
Interest Reset Period:  
Interest Reset Dates:  
Interest Payment Dates:  
Calculation Date:  
Calculation Agent:  
Spread Multiplier:  
Telerate Page:  
Other Terms (if any):

AGENT:  Bear, Stearns & Co. Inc.  
 Citigroup Global Markets Inc.  
 Credit Suisse Securities (USA) LLC  
 Deutsche Bank Securities Inc.  
 Goldman, Sachs & Co.  
 HSBC Securities (USA), Inc.  
 J.P. Morgan Securities Inc.  
 KeyBanc Capital Markets Inc.  
 Merrill Lynch, Pierce, Fenner & Smith  
Incorporated  
 Morgan Stanley & Co. Incorporated  
 UBS Securities LLC  
 Other: Wachovia Capital Markets, LLC

Agent's Discount or Commission: 0.35% (\$2,625,000)  
Trade Date: May 7, 2008  
Proceeds to KeyCorp: \$744,285,000

- 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 99.588% of the Principal amount
  - varying prices related to prevailing market prices at the time of resale to be determined by such Agent

You should not rely on the financial information in the Prospectus Supplement dated January 25, 2005 as it has been superseded by subsequent Exchange Act filings incorporated by reference in the Prospectus dated January 25, 2005 of which this pricing supplement forms a part.