

Hartmann William L.  
Form 3  
July 17, 2012

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

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

**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 <b>and</b> Ticker or Trading Symbol	
Hartmann William L.		(Month/Day/Year)	KEYCORP /NEW/ [KEY]	
(Last)	(First)	(Middle)	07/11/2012	
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
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Chief Risk Officer	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<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	47,740	D	

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

SEC 1473 (7-02)

**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.**

**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	Title			

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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Option to Buy	07/27/2013 <sup>(1)</sup>	07/27/2020	Common Shares	138,121	\$ 8.42	D	Â
Option to Buy	05/19/2015 <sup>(2)</sup>	05/19/2021	Common Shares	35,757	\$ 8.59	D	Â
Option to Buy	03/02/2016 <sup>(2)</sup>	03/02/2022	Common Shares	44,354	\$ 7.98	D	Â
Restricted Stock Units	05/19/2015 <sup>(2)</sup>	05/19/2015	Common Shares	16,919	\$ <sup>(3)</sup>	D	Â
Restricted Stock Units	03/02/2016 <sup>(2)</sup>	03/02/2016	Common Shares	20,815	\$ <sup>(3)</sup>	D	Â
Restricted Stock Units	03/02/2016 <sup>(2)</sup>	03/02/2016	Common Shares	8,830	\$ <sup>(3)</sup>	D	Â
Phantom Shares <sup>(4)</sup>	05/19/2014	05/19/2014	Common Shares	17,073	\$ 8.59	D	Â
Phantom Shares <sup>(4)</sup>	03/02/2015	03/02/2015	Common Shares	21,446	\$ 7.98	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hartmann William L. C/O KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114	Â	Â	Â Chief Risk Officer	Â

## Signatures

Steven N. Bulloch POA for William L. Hartmann

07/17/2012

\_\_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) Vest in three annual installments ending on date shown.
- (2) Vest in four annual installments ending on date shown.
- (3) Conversion to common shares is on a one to one basis.
- (4) Performance Shares payable in cash.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.