Edgar Filing: CARTWRIGHT CAROL A - Form 4

CARTWRIGHT CAROL A

Form 4 January 03, 2007

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

| | | | 2. Issuer Name and Ticker or Trading Symbol KEYCORP /NEW/ [KEY] | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|--------------------------------------|--------------------------------------|-------------|---|---|---|--------------------|-------------|--|--|---|--|
| | | | | | | | | | | | |
| | | | (Month/Da | ay/Year) | | | | _X_ Director | | 6 Owner | |
| C/O KEYCO SQUARE | ORP, 127 PUBL | IC | 12/31/20 | 006 | | | | Officer (giv below) | e title Oth below) | er (specify | |
| (Street) | | | 4. If Amendment, Date Original | | | | | 6. Individual or Joint/Group Filing(Check | | | |
| CI FVFI AN | ID, OH 44114 | | Filed(Mont | h/Day/Year) | | | | | One Reporting Po | | |
| CLL VLL/IIV | Ф, ОП ++П+ | | | | | | | Person | | | |
| (City) | (State) | (Zip) | Table | I - Non-D | erivative S | Securi | ties Ac | quired, Disposed | of, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Da (Month/Day/Year |) Execution | emed on Date, if Day/Year) | 3. Transaction Code (Instr. 8) | 4. SecurionAcquired Disposed (Instr. 3, | l (A) o l of (D |) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | Code V | Amount | (D) | Price | (Ilisti. 3 and 4) | | | |
| Common Shares | 01/02/2007 | | | M | 146 | A | \$ 0 (1) | 1,285 | D | | |

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 displays a currently valid OMB control number.

SEC 1474

(9-02)

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

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| 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) | Derivative | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|---|------------|-----|--|--------------------|---|--|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Shares (2) | \$ 0 (1) | 12/31/2006 | | A | 168 | | 12/31/2006 | 12/31/2006 | Common Shares | 168 |
| Phantom Shares (1) | \$ 0 (2) | 01/02/2007 | | M | | 146 | 01/02/2007 | 01/02/2007 | Common Shares | 146 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| Fg | Director | 10% Owner | Officer | Other | | | |
| CARTWRIGHT CAROL A C/O KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114 | X | | | | | | |

Signatures

Steven N. Bulloch POA Carol A. Cartwright

01/03/2007 Date

Explanation of Responses:

**Signature of Reporting Person

- * 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) Phantom Shares were converted to treasury shares on a one to one basis and distributed under deferral plan.
- (2) Under deferral plan, fees were deferred into phantom stock account which stock is convertible into common shares on a one to 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. 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.

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