

KEYCORP /NEW/  
Form 8-A12B  
June 18, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-A**

**For Registration of Certain Classes of Securities**

**Pursuant to Section 12(b) or (g) of the**  
**Securities Exchange Act of 1934**

**KeyCorp**

(Exact name of registrant as specified in its charter)

Ohio

(State of incorporation or organization)

34-6542451

(I.R.S. Employer Identification No.)

127 Public Square

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Cleveland, Ohio

(Address of Principal Executive Offices)

44114-1306

(Zip Code)

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>7.750% Non-Cumulative Perpetual Convertible Preferred Stock, Series A</b>	<b>New York Stock Exchange</b>

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this Form relates: 333-151608

Securities to be registered pursuant to Section 12(g) of the Act: None.

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Securities to Be Registered.**

The title of the class of securities to be registered hereunder is 7.750% Non-Cumulative Perpetual Convertible Preferred Stock, Series A (the Preferred Stock ). The Preferred Stock has been issued by KeyCorp (the Company ). A description of the Preferred Stock is set forth in the Registration Statement on Form S-3 (No. 333-151608) (the Registration Statement ), which was automatically effective upon filing with the Securities and Exchange Commission (the Commission ) on June 12, 2008, and in the prospectus supplement relating thereto dated June 12, 2008 and filed with the Commission pursuant to Rule 424(b)(5) under the Securities Act of 1933, as amended (the Securities Act ), under the caption Description of Series A Preferred Stock, which description is hereby incorporated by reference herein. Any form of prospectus or prospectus supplement that includes such description that is subsequently filed by the registrant as part of an amendment to the Registration Statement or otherwise pursuant to Rule 424(b) under the Securities Act is hereby incorporated by reference herein.

**Item 2. Exhibits.**

The following exhibits have been incorporated by reference into this registration statement filed with the Commission.

<b>Exhibit No.</b>	<b>Description</b>
4(a)	Certificate of Amendment to Articles of Incorporation of the Company dated June 17, 2008. Incorporated herein by reference to Exhibit 3(a) to the Current Report on Form 8-K of the Company filed with the Commission on June 18, 2008.
4(b)	Form of Certificate for the Company s 7.750% Non-Cumulative Perpetual Convertible Preferred Stock, Series A. Incorporated herein by reference to Exhibit 4(a) to the Current Report on Form 8-K of the Company filed with the Commission on June 18, 2008.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

KEYCORP

Date: June 18, 2008

By: /s/ Daniel R. Stolzer  
Daniel R. Stolzer  
Vice President and Deputy General Counsel

**INDEX TO EXHIBITS**

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