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KEYCORP /NEW/
Form S-8
July 16, 2003

As filed with the Securities and Exchange Commission on July 16, 2003.

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

KEYCORP
(Exact Name of Registrant as Specified in Its Charter)

OHIO
(State or Other Jurisdiction of Incorporation or Organization)

34-6542451
(I.R.S. Employer Identification Number)

127 PUBLIC SQUARE
CLEVELAND, OHIO 44114
(Address of Principal Executive Offices)

KEYCORP AMENDED AND RESTATED
DISCOUNTED STOCK PURCHASE PLAN
(Full Title of the Plan)

STEVEN N. BULLOCH
ASSISTANT SECRETARY

KEYCORP
127 PUBLIC SQUARE
CLEVELAND, OHIO 44114
(Name and Address of Agent For Service)

(216) 689-5109
(Telephone Number, Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price (1)
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Common Shares with a par value of \$1 each (2)	2,000,000 shares	\$ 25.38	\$50,760,000

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- (1) As calculated pursuant to Rule 457(h) under the Securities Act of 1933, as amended (the "Securities Act"), the maximum aggregate offering price is based on the average of the high and low prices of KeyCorp Common Shares, with a par value of \$1 each (the "Common Shares"), for July 11, 2003.
- (2) Each Common Share includes an associated right to purchase one Common Share (the "Right"). Until the occurrence of certain prescribed events, none of which has occurred, the Right is not exercisable, is evidenced by the certificate representing the Common Share, and will be transferred along with and only with the Common Share.

EXPLANATORY STATEMENT

Pursuant to General Instruction E of Form S-8, this Registration Statement registers an additional 2,000,000 KeyCorp Common Shares to be available for purchase under the KeyCorp Amended and Restated Discounted Stock Purchase Plan. KeyCorp previously registered KeyCorp Common Shares for purchase under the plan on Registration Statement on Form S-8, File No. 333-65391, filed with the Securities and Exchange Commission on October 6, 1998. The contents of Registration Statement File No. 333-65391 are incorporated herein by reference. KeyCorp's shareholders approved the increase in number of shares available for purchase under the plan at KeyCorp's 2003 Annual Meeting of Shareholders on May 22, 2003.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

The Exhibits to this Registration Statement are listed in the Exhibit Index on page 3, and are incorporated herein by reference.

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SIGNATURES

Pursuant to the requirements of the Securities Act, KeyCorp certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cleveland, State of Ohio, on this 16th day of July, 2003.

KEYCORP

By: /s/ Steven N. Bulloch

Steven N. Bulloch
Assistant Secretary

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

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EXHIBIT NO.:	DESCRIPTION
4 (a)	Amended and Restated Articles of Incorporation of KeyCorp filed as Exhibit quarter ended September 30, 1998, and incorporated herein by reference.
4 (b)	Amended and Restated Regulations of KeyCorp, effective May 23, 2002, filed to Form 10-Q for the quarter ended June 30, 2002, and incorporated herein b
4 (c)	Restated Rights Agreement, dated as of May 15, 1997, between KeyCorp and Ke Rights Agent, filed on June 19, 1997, as Exhibit 1 to Form 8-A, and incorpo
15	Acknowledgment Letter of Ernst & Young LLP.
23	Consent of Ernst & Young LLP.
24	Powers of attorney pursuant to which certain officers and Directors have si Registration Statement.