

KEYCORP /NEW/  
Form SC 13G/A  
February 13, 2009

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)

Amendment No. 4

KeyCorp

-----  
(Name of Issuer)

Common Stock (New)

-----  
(Title of Class of Securities)

493267-108

-----  
(CUSIP Number)

December 31, 2008

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 493267-108

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1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Wilmington Trust Corporation

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF GROUP \* (a)  x  
(b)  o

---

3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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5. SOLE VOTING POWER

|   |                           |
|---|---------------------------|
| NUMBER<br>OF SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 26,595                    |
|   | 6. SHARED VOTING POWER    |
|   | 26,785,209                |
|   | 7. SOLE DISPOSITIVE POWER |

19,019

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8. SHARED DISPOSITIVE POWER

1,884

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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

26,811,804

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10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  o

N/A

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.4%

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12. TYPE OF REPORTING PERSON

HC

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 493267-108

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1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Wilmington Trust Company, in various fiduciary capacities

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF GROUP \* (a)  x  
(b)  o

---

3. SEC USE ONLY

---

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware banking corporation

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5. SOLE VOTING POWER

|   |            |
|---|------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5,977      |
| 6. SHARED VOTING POWER  |            |
|   | 26,785,209 |
| 7. SOLE DISPOSITIVE POWER   |            |

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|                             |       |
|-----------------------------|-------|
|                             | 2,259 |
| 8. SHARED DISPOSITIVE POWER |       |
|                             | 1,514 |

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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

26,791,186

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10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  o

N/A

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.4%

---

12. TYPE OF REPORTING PERSON

BK

---

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

---

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CUSIP No. 493267-108

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1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Wilmington Trust FSB, in various fiduciary capacities

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF GROUP \* (a)  x  
(b)  o

---

3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

Federal Savings Bank

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5. SOLE VOTING POWER

|   |                           |
|---|---------------------------|
| NUMBER<br>OF SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 20,618                    |
|   | 6. SHARED VOTING POWER    |
|   | 0                         |
|   | 7. SOLE DISPOSITIVE POWER |

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|  |                             |
|--|-----------------------------|
|  | 16,760                      |
|  | 8. SHARED DISPOSITIVE POWER |
|  | 370                         |

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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

20,618

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10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  o

N/A

---

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

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12. TYPE OF REPORTING PERSON

BK

---

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP 493267-108

**Item 1(a). Name of Issuer:**

KeyCorp

**Item 1(b). Address of Issuer's Principal Executive Offices:**

127 Public Square  
Cleveland, Ohio 44114

**Item 2(a). Name of Person Filing:**

Wilmington Trust Corporation, Wilmington Trust Company, and  
Wilmington Trust FSB

**Item 2(b). Address of Principal Business Office, or if None, Residence:**

1100 North Market Street  
Wilmington, DE 19890

**Item 2(c). Citizenship:**

Wilmington Trust Corporation is a Delaware corporation.

Wilmington Trust Company is a Delaware banking corporation and

Wilmington Trust FSB is a Federal Savings Bank.

**Item 2(d). Title of Class of Securities:**

Common Stock

**Item 2(e). CUSIP Number:**

493267-108

**Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:**

- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.

Wilmington Trust Company, Wilmington Trust FSB and Wilmington

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Trust of Pennsylvania are each Banks and are each direct, wholly-owned subsidiaries of Wilmington Trust Corporation.

- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

Wilmington Trust Corporation is a Parent Holding Company.

- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Wilmington Trust Corporation, Wilmington Trust Company, Wilmington Trust FSB and Wilmington Trust of Pennsylvania are a Group.

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

|                                |                   |
|--------------------------------|-------------------|
| (a) Amount beneficially owned: |                   |
| Wilmington Trust Corporation:  | 26,811,804 shares |
| Wilmington Trust Company:      | 26,791,186 shares |
| Wilmington Trust FSB:          | 20,618 shares     |

(b) Percent of class:

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|                               |      |
|-------------------------------|------|
| Wilmington Trust Corporation: | 5.4% |
| Wilmington Trust Company:     | 5.4% |
| Wilmington Trust FSB:         | 0.0% |

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(c) Number of shares as to which Wilmington Trust Corporation, Wilmington Trust Company and Wilmington Trust FSB:

- (i) Sole power to vote or to direct the vote 26,595 shares
- (ii) Shared power to vote or to direct the vote 26,785,209 shares
- (iii) Sole power to dispose or to direct the disposition of 19,019 shares
- (iv) Shared power to dispose or to direct the disposition of 1,884 shares

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o

**Item 6. Ownership of More Than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.**

|                           |    |
|---------------------------|----|
| Wilmington Trust Company: | BK |
| Wilmington Trust FSB:     | BK |

**Item 8. Identification and Classification of Members of the Group.**

|                               |    |
|-------------------------------|----|
| Wilmington Trust Corporation: | HC |
| Wilmington Trust Company:     | BK |
| Wilmington Trust FSB:         | BK |

**Item 9. Notice of Dissolution of Group.**

Not applicable.

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**Item 10. Certifications.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2009                      Wilmington Trust Corporation  
Wilmington Trust Company

Wilmington Trust FSB

By:

Gerard A. Chamberlain

Assistant Secretary and Vice President

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