

KEYCORP /NEW/  
Form FWP  
May 07, 2008

May 7, 2008

**KEYCORP**  
\$750,000,000  
6.500 % KeyCorp due May 14, 2013  
**Final Term Sheet**

<b>Issuer:</b>	KeyCorp
<b>Type:</b>	Senior Medium-Term Notes, Series H
<b>Ratings:</b>	A2 / A- / A (Stable / Stable / Stable ) (Moody s / S&P / Fitch)
<b>Trade Date:</b>	May 7, 2008
<b>Settlement Date:</b>	May 14, 2008 (T+5)
<b>Maturity Date:</b>	May 14, 2013
<b>Par Amount:</b>	\$750,000,000
<b>Treasury Benchmark:</b>	UST 3.125% due 4/13
<b>Re-offer Spread to Benchmark:</b>	T+ 350 bp
<b>Re-offer Yield:</b>	6.598%
<b>Semi-Annual Coupon:</b>	6.500%
<b>Public Offering Price:</b>	99.588%
<b>Net Proceeds to KeyCorp:</b>	\$744,285,000
<b>Interest Payment Dates:</b>	November 14 <sup>th</sup> and May 14 <sup>th</sup>
<b>Day Count:</b>	30/360
<b>Minimum Denominations:</b>	\$1,000 x \$1,000
<b>Joint Book-Running Managers:</b>	Citigroup Global Markets Inc. Credit Suisse Securities (USA) LLC KeyBanc Capital Markets Inc. UBS Securities LLC
<b>Co-Managers:</b>	Merrill Lynch, Pierce, Fenner & Smith Incorporated Wachovia Capital Markets, LLC
<b>CUSIP:</b>	49326EEB5

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The issuer has filed a registration statement, including a prospectus, with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. toll-free 1-877-858-5407, Credit Suisse Securities (USA) LLC by calling 800-221-1037, KeyBanc Capital Markets Inc. by calling 866-227-6479, or UBS Securities LLC by calling 877-827-6444 ext. 561-3884.