

KEYCORP /NEW/  
Form SC 13G  
February 16, 2010

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.

EXIT FILING

**KeyCorp**

-----  
(Name of Issuer)

Common Stock (New)

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

493267-108

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(CUSIP Number)

December 31, 2009

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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).

CUSIP No. 493267-108

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

**Wilmington Trust Corporation**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  ü

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

5 SOLE VOTING POWER

**NUMBER OF  
SHARES**

**1,601**  
6 SHARED VOTING POWER

**BENEFICIALLY**

**OWNED BY  
EACH**

**31,288,721**  
7 SOLE DISPOSITIVE POWER

**REPORTING**

**PERSON  
WITH**

**1,191**  
8 SHARED DISPOSITIVE POWER

**410**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**31,290,322**

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

N/A

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

**3.6%**

12 TYPE OF REPORTING PERSON\*

**HC**

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CUSIP No. 493267-108

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

**Wilmington Trust Company, in various fiduciary capacities**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)      ü  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware banking corporation**

5            SOLE VOTING POWER

**NUMBER OF  
SHARES**

**1,601**  
6            SHARED VOTING POWER

**BENEFICIALLY**

**OWNED BY  
EACH**

**31,288,721**  
7            SOLE DISPOSITIVE POWER

**REPORTING**

**PERSON  
WITH**

**1,191**  
8            SHARED DISPOSITIVE POWER

**410**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**31,290,322**

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

**N/A**

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

**3.6%**

12 TYPE OF REPORTING PERSON\*

**BK**

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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 and Wilmington Trust Company

**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 and  
Wilmington Trust Company is a Delaware banking corporation.

**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)

þ Bank as defined in Section 3(a)(6) of the Exchange Act.

Wilmington Trust Company is a direct, wholly-owned subsidiary 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)

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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)

p

Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Wilmington Trust Corporation and Wilmington Trust Company 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: 31,290,322 shares  
Wilmington Trust Company: 31,290,322 shares

(b) Percent of class:  
Wilmington Trust Corporation: 3.6%

Wilmington Trust Company: 3.6%

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

- (i) Sole power to vote or to direct the vote 1,601 shares
- (ii) Shared power to vote or to direct the vote 31,288,721 shares
- (iii) Sole power to dispose or to direct the disposition of 1,191 shares
- (iv) Shared power to dispose or to direct the disposition of 410 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

**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

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

Wilmington Trust Corporation:

HC

Wilmington Trust Company:

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.

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**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, 2010

WILMINGTON TRUST CORPORATION  
WILMINGTON TRUST COMPANY

By:

*/s/*

Gerard A. Chamberlain

Assistant Secretary and Vice President