

Edgar Filing: KEYCORP /NEW/ - Form 424B2

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Form 424B2  
May 10, 2002

PRICING SUPPLEMENT NO. 4, DATED: May 7, 2002  
to Prospectus Supplement Dated November 28, 2001  
to Prospectus Dated November 28, 2001

RULE 424(b) (2)  
REGISTRATION STATEMENT NO. 333-73380

KEYCORP

\$25,000,000

SENIOR MEDIUM-TERM NOTES, SERIES G  
 SUBORDINATED MEDIUM-TERM NOTES, SERIES F

Floating Rate Notes  6.625% Fixed Rate Notes  
 Book-Entry Notes  Certificated Notes

Original Issue Date: May 24, 2002  
Maturity Date: May 24, 2017  
Issue Price: 98%  
Paying Agent: Deutsche Bank Trust Company Americas  
Authenticating Agent: Deutsche Bank Trust Company Americas

OPTION TO ELECT REDEMPTION:  Yes  No  
Redemption Date(s): Callable, in whole or in part,  
at KeyCorp's option, upon 30 days' prior notice,  
monthly beginning on May 24, 2005 and on the  
24th day of every month thereafter until the  
Maturity Date.  
Initial Redemption Percentage: 100%  
Annual Redemption Percentage Reduction: N/A

OPTION TO EXTEND MATURITY:   
Extended Maturity Dates:  
Notice of Extension Date(s):

SPECIFIED CURRENCY (NOT U.S. DOLLARS):   
Authorized Denominations:  
Exchange Rate Agency:

OPTION TO ELECT REPAYMENT:  Yes  No  
Repayment Date(s):  
Repayment Price(s):

Optional Interest Rate Reset:   
Optional Interest Rate Reset Dates:   
Optional Extension of Maturity:   
Length of Extension Period:

Repurchase Price (if any): N/A  
Amortization Schedule (if any): N/A  
Sinking Fund Defeasance:  Yes  No

Minimum Denominations:  \$1,000  Other:

FIXED RATE NOTES ONLY

Interest Computation Period: Monthly

Interest Payment Dates: Monthly on the 24th day of each month, commencing on  
June 24, 2002

Regular Record Dates if other than May 31 and November 30: The 1st day of every  
month.

FLOATING RATE NOTES ONLY

BASE RATE:

- |                                                |                                                           |
|------------------------------------------------|-----------------------------------------------------------|
| <input type="checkbox"/> CD Rate               | <input type="checkbox"/> Treasury Rate                    |
| <input type="checkbox"/> Commercial Paper Rate | <input type="checkbox"/> CMT Rate                         |
| <input type="checkbox"/> Federal Funds Rate    | <input type="checkbox"/> 11th District Cost of Funds Rate |
| <input type="checkbox"/> LIBOR                 | <input type="checkbox"/> Other (specify):                 |
| <input type="checkbox"/> Prime Rate            |                                                           |

Initial Interest Rate: Interest Determination Date:

Index Maturity: Interest Reset Period:

Spread (Plus or minus): Interest Reset Dates:

Maximum Interest Rate: Interest Payment Dates:

Minimum Interest Rate: Calculation Date:

Total Amount of OID: Calculation Agent:

Yield to Maturity: Spread Multiplier:

Initial Accrual Period OID and Designated Method: Telerate Page:

Other Terms (if any):

- |                                                                      |                                             |
|----------------------------------------------------------------------|---------------------------------------------|
| AGENT: <input checked="" type="checkbox"/> Salomon Smith Barney Inc. | Agent's Discount or Commission: 2.00% (\$50 |
| <input type="checkbox"/> Banc of America Securities LLC              | Trade Date: May 7, 2002                     |
| <input type="checkbox"/> Credit Suisse First Boston Corporation      | Proceeds to KeyCorp: \$24,500,000           |
| <input type="checkbox"/> Deutsche Bank Securities Inc.               |                                             |
| <input type="checkbox"/> Goldman, Sachs & Co.                        |                                             |
| <input type="checkbox"/> HSBC Securities (USA), Inc.                 |                                             |
| <input type="checkbox"/> J.P. Morgan Securities Inc.                 |                                             |
| <input type="checkbox"/> Lehman Brothers Inc.                        |                                             |
| <input type="checkbox"/> McDonald Investments Inc.                   |                                             |
| <input type="checkbox"/> Morgan Stanley & Co. Incorporated           |                                             |
| <input type="checkbox"/> Other _____                                 |                                             |

Acting as Agent  Agent is acting as Agent for the sale of Notes by KeyCorp at a price of % of the principal amount

Acting as Principal  Agent is purchasing Notes from KeyCorp as Principal for resale to investors and other purchasers at:

a fixed public offering price of % of the Principal amount

varying prices related to prevailing  
market prices at the time of resale to  
be determined by such Agent