Edgar Filing: BARES WILLIAM G - Form 4

Form 4	LLIAM G										
January 03, 2	2006										
FORM	14								OMB A	PPROVAL	
	UNITED	STATES		RITIES A shington,			NGE C	COMMISSION	OMB Number:	3235-0287	
Check th if no long subject to Section 1 Form 4 o	s box er STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 5. SECURITIES								Expires: January 31 2005 Estimated average burden hours per response 0.5		
Form 5 obligatio may cont <i>See</i> Instru 1(b).	ns Section 17										
(Print or Type I	Responses)										
BARES WILLIAM G Symbol			r Name and Ticker or Trading DRP /NEW/ [KEY]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)		Earliest Tr	-	1		(Chec	k all applicable	;)	
(Mon			(Month/D	Anth/Day/Year) 2/31/2005				X_ Director 10% Owner Officer (give title Other (specify below) below)			
	(Street)			ndment, Da nth/Day/Year	-	1		6. Individual or Jo Applicable Line) _X_ Form filed by 0			
CLEVELA	ND, OH 44114							Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D) erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date any (Month/Day/Y			Code (Instr. 3, 4 and 5)				Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V	Amount		Price	(Instr. 3 and 4)			
Common Shares	01/03/2006			М	3,259	А	\$ 32.93	17,466	D		
Common Shares								4,000	I	Spouse	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Shares (1)	\$ 32.93	12/31/2005		А	509		12/31/2005	12/31/2005	Common Shares	509
Phantom Shares (2)	\$ 32.93	01/03/2006		М		3,259	01/03/2006	01/03/2006	Common Shares	3,259

Reporting Owners

Reporting Owner Name / Address	Relationships						
I. S.	Director	10% Owner	Officer	Other			
BARES WILLIAM G KEYCORP 127 PUBLIC SQUARE CLEVELAND, OH 44114	Х						
Signatures							
Steven N. Bulloch POA for William Bares		(01/03/2006				
<u>**</u> Signature of Reporting Person	n		Date				

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Under Deferral Plans fees were deferred into Phantom Stock account which stock was convertible into Common Shares on a one-to-one basis.
- (2) Phantom Shares were converted to Treasury Shares on a one-to-one basis and distributed under Deferral Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.