

Edgar Filing: KEYCORP /NEW/ - Form 424B2

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Form 424B2
May 24, 2006

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PRICING SUPPLEMENT NO. 2, DATED: May 22, 2006
to Prospectus Supplement Dated January 25, 2005
to Prospectus Dated January 25, 2005

RULE 424(b)(2)
REGISTRATION STATEMENT NO. 333-121553

KEYCORP

\$500,000,000

☒ SENIOR MEDIUM-TERM NOTES, SERIES H
☐ SUBORDINATED MEDIUM-TERM NOTES, SERIES G

☒ Floating Rate Notes ☐ ____% Fixed Rate Notes
☒ Book-Entry Notes ☐ Certificated Notes

Original Issue Date: May 25, 2006
Maturity Date: May 26, 2009
Issue Price: 99.900%
Paying Agent: Deutsche Bank Trust Company Americas
Authenticating Agent: Deutsche Bank Trust Company Americas

OPTION TO ELECT REDEMPTION: ☐ Yes ☒ No
Redemption Date(s):
Initial Redemption Percentage:
Annual Redemption Percentage Reduction:

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

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

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

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

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

Minimum Denominations: ☒ \$1,000 ☐ Other:

FIXED RATE NOTES ONLY

Interest Computation Period:

Interest Payment Dates:

Regular Record Dates if other than May 31 and November 30:

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FLOATING RATE NOTES ONLY

BASE RATE:

☐ CD Rate	☐ Treasury Rate
☐ Commercial Paper Rate	☐ CMT Rate
☐ Federal Funds Rate	☐ 11th District Cost of Funds Rate
☒ LIBOR	☐ Other (specify):
☐ Prime Rate	

Initial Interest Rate: One month USD LIBOR
+10 basis points

Interest Determination Date: Two London bu
to each Interest Reset Date

Index Maturity: One month USD LIBOR

Interest Reset Period: Monthly

Spread (Plus or minus): +10 basis points

Interest Reset Dates: Monthly on the 26th

Maximum Interest Rate: N/A

Interest Payment Dates: Monthly on the 26th
commencing on June 26, 2006

Minimum Interest Rate: N/A

Calculation Date: N/A

Total Amount of OID: N/A

Calculation Agent: KeyBank National Associ

Yield to Maturity: N/A

Spread Multiplier: N/A

Initial Accrual Period OID
and Designated Method: N/A

Telera Page: 3750

Other Terms (if any):

AGENT: ☐ Bear, Stearns & Co. Inc.
☐ Citigroup Global Markets Inc.
☒ Credit Suisse Securities (USA) LLC
☐ Deutsche Bank Securities Inc.
☒ Goldman, Sachs & Co.
☐ HSBC Securities (USA), Inc.
☒ J.P. Morgan Securities Inc.
☒ KeyBanc Capital Markets,
a division of McDonald Investments Inc.
☐ Merrill Lynch, Pierce, Fenner and
Smith Incorporated
☒ Morgan Stanley & Co. Incorporated
☒ UBS Securities LLC
☒ Other: Lehman Brothers Inc.

Agent's Discount or Commission: 0.100% (\$5
Trade Date: May 22, 2006
Proceeds to KeyCorp: \$499,500,000

☐ 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 100% of the
Principal amount

☐ varying prices related to prevailing

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