

SECURITIES AND EXCHANGE COMMISSION

FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2003-02-10** | Period of Report: **2002-12-31**
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REPORTING OWNER

KELLY JEFFREY D

CIK: **1185527**
Type: **5**

Business Address
*NATIONAL CITY CORP
1900 EAST NINTH STREET
CLEVELAND OH 44114-3484
216222261*

SUBJECT COMPANY

NATIONAL CITY CORP

CIK: **69970** | IRS No.: **341111088** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **5** | Act: **34** | File No.: **000-07229** | Film No.: **03547387**
SIC: **6021** National commercial banks

Mailing Address
*1900 EAST NINTH STREET
CLEVELAND OH 44114*

Business Address
*1900 E NINTH ST
CLEVELAND OH 44114
2165752000*

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or
Section 30(h) of the Investment Company Act of 1940**

Check box if no longer
subject to Section 16.

- Form 4 or Form 5
obligations may continue.
See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

<p>1. Name and Address of Reporting Person*</p> <p>Kelly, Jeffrey D. <i>(Last) (First) (Middle)</i></p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>National City Corporation (NCC)</p>	<p>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</p> <p>_____</p>
<p>National City Corporation 1900 East Ninth Street <i>(Street)</i></p> <p>Cleveland, OH 44114-3484 <i>(City) (State) (Zip)</i></p>	<p>4. Statement for Month/Year</p> <p>12/2002</p>	<p>5. If Amendment, Date of Original (Month/Year)</p> <p>_____</p>
	<p>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <i>(give title below)</i></p> <p><input type="checkbox"/> Other <i>(specify below)</i></p> <p align="center">Executive Vice President</p>	<p>7. Individual or Joint/Group Reporting (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>



Table I – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Security	2. Date	2A. Date, if any	3. Code	4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned at the End of Issuer's Fiscal Year	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
<i>(Instr. 3)</i>	<i>(Month/Day/Year)</i>	<i>(Month/Day/Year)</i>	<i>(Instr. 8)</i>	<i>(Instr. 3, 4 and 5)</i>			<i>(Instr. 3 and 4)</i>	<i>(Instr. 4)</i>	<i>(Instr. 4)</i>
				(A)	or	Price			
				Amount					
				(D)					
Common Stock						81,058.00	D		
Common Stock (NCC 401(k) Plan)	(1)		J (1)	472.77	A	(1)	6,290.02	D	
Common Stock (Restricted Stock)	04/22/2002		A	32,426.00	A		34,526.00	D	

*If the form is filed by more than one reporting person, see instruction 4(b)(v).

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

1. Security <i>(Instr. 3)</i>	2. Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	Deemed Execution		5. Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	
			3A. Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	(A)	(D)
Options (Rights to Buy)	\$27.48	7/23/2002		A	30,000.00	
Options (Rights to Buy)	\$27.48	7/23/2002		A	30,000.00	
Units of Interest in the Deferred Compensation Plan		(2)		J (2)	159.76	

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

6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned at End of Year <i>(Instr. 4)</i>	10. Ownership of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
7/23/2003 7/23/2012	Common Stock	30,000.00		D	
7/23/2004 7/23/2012	Common Stock	30,000.00	555,601.00	D	
	Common Stock	159.76	(2)	5,259.82	D

Explanation of Responses:

(1) The securities shown are allocations of the reporting person's individual interest in NCC Stock Fund, one of the investment funds of the National City Savings and Investment Plan. The Fund is comprised solely of NCC Common Stock and cash.

(2) Units of interest "acquired" during 2002 by reinvesting phantom credits through the National City Corporation Deferred Compensation Plan. Units of interest were "acquired" at the then market value for National City Corporation common stock.

/s/ Jeffrey D. Kelly by Carlton E. Langer,
attorney-in-fact

02/06/2003

**Signature of Reporting Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.