

# SECURITIES AND EXCHANGE COMMISSION

## FORM 15-12G

Notice of termination of registration of a class of securities under Section 12(g)

Filing Date: **1994-03-02**  
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### FILER

#### KEYCORP

CIK: **36208** | IRS No.: **141538208** | State of Incorporation: **NY** | Fiscal Year End: **1231**  
Type: **15-12G** | Act: **34** | File No.: **000-20385** | Film No.: **94514369**  
SIC: **6021** National commercial banks

Business Address  
*ONE KEYCORP PLZ  
PO BOX 88  
ALBANY NY 12201-0088  
5184868000*

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 15

Certification and Notice of Termination of Registration under Section 12(g) of the Securities Exchange Act of 1934 or Suspension of Duty to File Reports Under Sections 13 and 15(d) of the Securities Exchange Act of 1934.

Commission File Number 0-850

KeyCorp

(Exact name of registrant as specified in its charter)

One KeyCorp Plaza, Albany, New York 12201 (518) 486-8500

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Rights distributed to holders of KeyCorp Common Stock pursuant to the KeyCorp Rights Agreement, dated October 2, 1993. 10% Cumulative Preferred Stock, Class A, of the par value of \$5.00 per share. Depositary Shares. Common Shares, par value \$5.00 per share.\*

(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i) [X] Rule 12h-3(b)(1)(ii) [ ]
Rule 12g-4(a)(1)(ii) [ ] Rule 12h-3(b)(2)(i) [ ]

Rule 12g-4(a)(2)(i) [ ]  
Rule 12g-4(a)(2)(ii) [ ]  
Rule 12h-3(b)(1)(i) [X]

Rule 12h-3(b)(2)(ii) [ ]  
Rule 15d-6 [ ]

Approximate number of holders of record as of the certification or notice date:

Zero

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Pursuant to the requirements of the Securities Exchange Act of 1934, KeyCorp has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

/s/ Carter B. Chase

DATE: March 2, 1994

By:.....  
Carter B. Chase, Executive Vice President  
and General Counsel

Instruction: This form is required by Rules 12g-4, 12h-3 and 15d-6 of the General Rules and Regulations under the Securities Exchange Act of 1934. The registrant shall file with the Commission three copies of Form 15, one of which shall be manually signed. It may be signed by an officer of the registrant, by counsel or by any other duly authorized person. The name and title of the person signing the form shall be typed or printed under the signature.

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\*On March 1, 1994, KeyCorp, a New York corporation ("Old KeyCorp") merged into and with Society Corporation, an Ohio corporation ("Society"), with Society as the surviving corporation of the merger as an Ohio corporation but renamed "KeyCorp" ("New KeyCorp"). The securities deregistered pursuant to this Form 15 are the securities of Old KeyCorp.