Edgar Filing: FIFTH THIRD BANCORP - Form 4

FIFTH THI Form 4 May 28, 20	RD BANCORP									
FORM	_							OMB A	PPROVAL	
	UNITED	STATES SI			ND EX , D.C. 20		COMMISSION	N OMB Number:	3235-0287	
Check t if no lor subject Section Form 4	nger STATEN 16.	CHAN	GES IN SECUR		Estimated burden hou	Expires: January 31 2005 Estimated average burden hours per response 0.5				
Form 5 obligati may con <i>See</i> Inst 1(b).	ons Section 17(a) of the Pul	blic Uti	ility Hol	ding Cor		nge Act of 1934, of 1935 or Sectio 940	·		
(Print or Type	Responses)									
1. Name and KABAT K	Sy	ymbol		Ticker or	-	5. Relationship of Reporting Person(s) to Issuer				
			IFTH I	HIRDE	BANCOR	RP [FITB]	(Check all applicable)			
(3. Date of Earliest Transaction (Month/Day/Year) 05/26/2009			X Director 10% Owner X Officer (give title Other (specify below) below) Chairman, President & CEO				
				. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CINCINN	ATI, OH 45263							More than One R		
(City)	(State)	(Zip)	Table	e I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/Y	ite, if T (Year) (Code Instr. 8)		(A) or of (D) 4 and 5) (A) or		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V		(D) Price				
Reminder: Re	port on a separate line	e for each class	of secur	ities benef	Perso	ns who res	or indirectly. pond to the colle ained in this form		SEC 1474	

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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative Securities	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Acquired (A) or	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative		(Month/Day/Year) (Instr. 8)			Disposed of (D) (Instr. 3, 4, and 5)					
	Security			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock (1)	<u>(2)</u>	05/26/2009		Ι		30,596.6112		(2)	(2)	Common Stock	30,596

Reporting Owners

Reporting Owner Name / Address	Relationships							
i o	Director	10% Owner	Officer	Other				
KABAT KEVIN T 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263	Х		Chairman, President & CEO					
Signatures								
Paul L. Reynolds, as Attorney-in-Fact Kabat	05/28/2009							
**Signature of Reporting Person	1	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) Acquired pursuant to The Fifth Third Bancorp Non Qualified Deferred Compensation Plan.

(2) The units of phantom stock are the economic equivalent of Fifth Third Bancorp common stock and are settled in cash after termination of employment.

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.