POSTON DANIEL T

Form 4

December 15, 2009

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * POSTON DANIEL T

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

FIFTH THIRD BANCORP [FITB]

(Month/Day/Year)

(Check all applicable)

(Last)

(City)

Security

(First) (Middle) 3. Date of Earliest Transaction

Director 10% Owner Other (specify

38 FOUNTAIN SQUARE PLAZA 12/11/2009

Execution Date, if

(Zip)

X_ Officer (give title below) below)

EVP & CFO

(Street)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

(T)

(Instr. 4)

6. Individual or Joint/Group Filing(Check

Person

CINCINNATI, OH 45263

1. Title of 2. Transaction Date 2A. Deemed

(State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

TransactionAcquired (A) or

5. Amount of Securities

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

Ownership

(Instr. 4)

(Month/Day/Year) (Instr. 3)

Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

Owned Following Reported

Beneficially

Transaction(s) (Instr. 3 and 4)

(A) Code V Amount (D) Price

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

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

1. Title of 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 TransactionDerivative **Expiration Date Underlying Securities** Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units (1)	<u>(2)</u>	12/11/2009	12/14/2009	A	1,135.627		(3)	(3)	Common Stock	1,135.627

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

POSTON DANIEL T 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263

EVP & CFO

Signatures

Paul L. Reynolds, as Attorney-in-Fact for Daniel T.
Poston

12/15/2009

**Signature of Reporting Person 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).
- The phantom stock units represent a portion of the reporting person's salary, net of withholdings and deductions, and were issued under
- (1) the Fifth Third Bancorp 2008 Incentive Compensation Plan. For more information, please see the Current Report on Form 8-K filed by Fifth Third Bancorp on September 25, 2009.
- (2) Each phantom stock unit is the economic equivalent of of one share of Fifth Third Bancorp common stock.
- (3) Phantom stock units will be settled in cash on the earlier to occur of June 15, 2011 or the reporting person's death.

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.

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