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	AEL GREG D									
Form 4										
December 2	9, 2009									
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION							T	PPROVAL		
	Washington, D.C. 20549						N OMB Number:	3235-0287		
Check th if no lon	ger								January 31,	
subject t	- NIATHA	MENT OF CHA			ICIAI	LOV	VNERSHIP OF	Estimated	2005 average	
Section		S RY CLUD LITTES							urs per	
Form 4 o Form 5			1(1) - 64			1	A - + - 6 1024	response	. 0.5	
obligatio	n a *						ige Act of 1934, of 1935 or Section			
may con	itiliue.	(a) of the Fublic $30(h)$ of the	-	-	~ •			011		
<i>See</i> Instr 1(b).	ruction	50(ii) of the	mvestmen	t Compa	ly Act	0112	740			
1(0).										
(Print or Type	Responses)									
1. Name and Address of Reporting Person [*] 2. Issuer Name and Tic				d Ticker or	Trading	g	-	Reporting Person(s) to		
CARMICH	IAEL GREG D	-	Symbol				Issuer			
		FIFI	FIFTH THIRD BANCORP [FITB]				(Check all applicable)			
(Last)	(First) (.		e of Earliest 7	Fransaction						
			Month/Day/Year)				Director X Officer (given the second se		% Owner her (specify	
38 FOUNT	AIN SQUARE P	LAZA $12/24$	4/2009				below)	below)		
							EVP & C	Chief Operating	Officer	
		nendment, Date Original 6. In			6. Individual or .	6. Individual or Joint/Group Filing(Check				
		Month/Day/Yea	ar)			Applicable Line) _X_ Form filed by One Reporting Person				
CINCINN	ATI, OH 45263							More than One R		
CITCINI	111, 011 45205						Person			
(City)	(State)	(Zip) T	able I - Non-	Derivative	Securit	ties A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit				6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, i		onAcquired				Form: Direct	Indirect	
(Instr. 3)		any (Month/Day/Year	Code (Instr. 8)	Disposed (Instr. 3, 4		,	•	(D) or Indirect (I)	Ownership	
			, , , , , ,	(Following	(Instr. 4)	(Instr. 4)	
					(A)		Reported			
					or		Transaction(s) (Instr. 3 and 4)			
			Code V	Amount	(D) F	Price	(
Reminder: Rep	port on a separate line	e for each class of s	ecurities bene	eficially ow	ned dire	ectly o	r indirectly.			

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	Transacti	orDerivative	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 <u>(1)</u>	(2)	12/24/2009	12/28/2009	А	2,694.331		(3)	(3)	Common Stock	2,694.33

Reporting Owners

Reporting Owner Name / Address	Relationships							
Director 10% Owner Officer	Other							
CARMICHAEL GREG DEVP & Chief38 FOUNTAIN SQUARE PLAZAOperatingCINCINNATI, OH 45263Officer								
Signatures								
Paul L. Reynolds, as Attorney-in-Fact for Greg D.12/29/2009Carmichael12/29/2009								

**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.