Edgar Filing: FIFTH THIRD BANCORP - Form 4

FIFTH THI Form 4 February 23	RD BANCORP									
								OMB A	PPROVAL	
FORM	UNITED	STATES		RITIES An ashington			E COMMISSION	NOMB Number:	3235-0287	
Check t if no lou subject Section Form 4 Form 5 obligati may col	nger to 16. or Filed pu ons Section 17	Section Public U	•	RITIES ne Securi ding Cor	Estimated burden hou response	Estimated average burden hours per response 0.5				
See Inst 1(b).	ruction	30(h)	of the I	nvestment	t Compai	ny Act of	1940			
(I fint of Type	(Kesponses)									
Las Danas V				2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
			FIFTH THIRD BANCORP [FITB]			(Check all applicable)				
(Mor			(Month/	3. Date of Earliest Transaction (Month/Day/Year) 02/19/2010			Director 10% Owner 10% Owner below) Other (specify below)			
			f Amendment, Date Original cd(Month/Day/Year)			Executive Vice President 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
CINCINN	ATI, OH 45263						Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	Acquired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Damindan Da	mort on a constate lin	e for each a	nes of see							
Kenninder: Ke	port on a separate lin	e for each cl		unities bene	Perso	ons who re	spond to the collect tained in this form		SEC 1474 (9-02)	

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>	<u>(2)</u>	02/19/2010	02/22/2010	А	1,042.143		(3)	(3)	Common Stock	1,042.143

Reporting Owners

Reporting Owner Name / Address	Relationships							
1 0	Director	10% Owner	Officer	Other				
Lee Bruce K 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263	8 FOUNTAIN SQUARE PLAZA							
Signatures								
Paul L. Reynolds, as Attorney-in-Fact fo K. Lee	02/23/2010							

Date

Explanation of Responses:

**Signature of Reporting Person

- * 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.