Edgar Filing: FIFTH THIRD BANCORP - Form 4

FIFTH THI	RD BANCORP										
Form 4											
April 06, 20											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								Т	OMB APPROVAL		
CURIVI 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							N OMB Number:	3235-0287			
Check the check	aar							Expires:	January 31,		
if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWN							WNERSHIP OF	Estimated	2005 average		
Section 16. SECUE					RITIES			burden hou			
Form 4 Form 5					~			response	. 0.5		
obligatio	-						nge Act of 1934,				
may cor <i>See</i> Inst 1(b).	ntinue. Section 17			•	•	mpany Act ny Act of 1	: of 1935 or Secti 1940	on			
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> Kosch Gregory			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer					
			FIFTH THIRD BANCORP [FITB]				(Chaok all applicable)				
(Last)	(First) ((Middle)	3. Date of Earliest Transaction			ı	(Check all applicable)				
			(Month/Day/Year)			Director	109	% Owner			
38 FOUNT	04/02/2010			XOfficer (give titleOther (specify below) below)							
PLAZA, MD 10AT76							Execu	lent			
	(Street)		4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check					
	Filed(Month/Day/Year)				Applicable Line)						
CINCINNA	ATI, OH 45002						_X_ Form filed by Form filed by Person	One Reporting P More than One R			
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivativ	e Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution I any (Month/Day/Year)		Date, if			Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
				Code V	Amount		(Instr. 3 and 4)				
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities bene	ficially ov	vned directly	or indirectly.				
					infor requ	mation con ired to resp	spond to the colle tained in this form ond unless the fo ptly valid OMB co	n are not rm	SEC 1474 (9-02)		

 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)

number.

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Disposed o	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units <u>(1)</u>	<u>(2)</u>	04/02/2010	04/05/2010	А	732.533		(3)	(3)	Common Stock	732.533

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Kosch Gregory 38 FOUNTAIN SQUARE PLAZA MD 10AT76 CINCINNATI, OH 45002			Executive Vice President				
0.							

Signatures

Paul L. Reynolds, as Attorney-in-Fact for Gregory Kosch

<u>**</u>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.

04/06/2010

(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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