FIFTH THIRD BANCORP

Form 4 April 08, 2010

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

SECURITIES

burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Lee Bruce K			2. Issuer Name and Ticker or Trading Symbol FIFTH THIRD BANCORP [FITB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Choose an approach)			
38 FOUNTAIN	N SQUARE	PLAZA	(Month/Day/Year) 04/06/2010	Director 10% OwnerX Officer (give title Other (specify below) Executive Vice President			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
CINCINNATI,	ОН 45263		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

							Person		
(City)	(State) (Zip) Table	e I - Non-D	erivative :	Secur	ities Acqu	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit n(A) or Di (Instr. 3,	spose	d of (D)	5. Amount of 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)
Common Stock	04/06/2010		A	2,350	A	\$0(1)	25,299	D	
Common Stock	04/06/2010		F(2)	812	D	\$ 13.56	24,487	D	
Common Stock							511.9038	I	by 401(k)
Common Stock							14,659	I	by Trust
Common Stock							1,861	I	by Trust

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Common Stock	472	I	by Spouse
Common Stock	400	I	by Children

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

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (Instr.	ection (8)	5. nNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

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Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Lee Bruce K			Executive					
38 FOUNTAIN SQUARE PLAZA			Vice					
CINCINNATI, OH 45263			President					

Signatures

Paul L. Reynolds, as Attorney-in-Fact for Bruce K. Lee 04/08/2010

**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).
- (1) Shares issued pursuant to settlement of a performance share award granted on April 9, 2007 upon achievement of performance goals under the Fifth Third Bancorp Incentive Compensation Plan. No consideration paid.

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- (2) Shares withheld for taxes upon the vesting of a performance share award previously granted to the reporting person.
- (3) A revocable Trust of which the reporting person is the grantor.
- (4) An irrevocable Trust of which the reporting person's minor children are beneficiaries.

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.