REYNOLDS PAUL L Form 4 April 13, 2010

FORM 4

OMB APPROVAL

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

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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Form 4 or Form 5 obligations

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

30(h) of the Investment Company Act of 1940

1(b).

Common

Stock

(Print or Type Responses)

may continue.

See Instruction

1. Name and AcREYNOLDS	Symbol	FIFTH THIRD BANCORP [FITB]					5. Relationship of Reporting Person(s) to Issuer				
~ · ·							(Check all applicable)				
(Last)	(First) (M	,	3. Date of Earliest Transaction				5.	400			
38 FOUNTA		(Month/Day/Year) 04/09/2010					Director 10% OwnerX Officer (give title Other (specify below) Executive VP, Secretary & CAO				
	(Street)	4. If Ame	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
CINCINNAT	П, ОН 45263	Filed(Mon	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) ((Zip) Table	e I - Non-D	erivative S	ecuri	ties Ac	quired, Disposed	of, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) o 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	04/09/2010		D	1,088	D	(1)	46,883	D			

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

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by 401(k)

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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 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. Transacti Code (Instr. 8)	Transaction Derivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pric Deriva Securi (Instr.
				Code V	(A) ((D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(2)</u>	04/09/2010		A	1,088		(2)	<u>(2)</u>	Common Stock	1,088	<u>(1</u>

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

REYNOLDS PAUL L 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263

Executive VP, Secretary & CAO

Signatures

Paul L.

Reynolds 04/13/2010

**Signature of Date

Reporting Person

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).
- Upon the vesting of restricted stock granted to the reporting person on April 9, 2007, the reporting person deferred the receipt of 1,088 shares of common stock and received instead 1,088 shares of phantom stock pursuant to The Fifth Third Bancorp Non Qualified Deferred Compensation Plan. As a result, the reporting person is reporting the disposition of 1,088 shares of common stock in exchange for an equal number of shares of phantom stock.
- (2) The units are to be settled in Fifth Third Bancorp common stock on a 1-for-1 basis after termination of employment.

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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