#### FIFTH THIRD BANCORP

Form 4 April 20, 2010

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Tuuk Mary E

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

FIFTH THIRD BANCORP [FITB]

(Check all applicable)

(Last)

(Middle) (First)

3. Date of Earliest Transaction

Director

10% Owner Other (specify

38 FOUNTAIN SQUARE PLAZA

(Street)

(State)

(Month/Day/Year) 04/16/2010

X\_ Officer (give title below)

below)

EVP & Chief Risk Officer

4. If Amendment, Date Original Filed(Month/Day/Year)

(Instr. 8)

Applicable Line)

\_X\_ Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

CINCINNATI, OH 45263

1. Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Following Reported Transaction(s)

(Instr. 4)

Ownership (Instr. 4)

(A)

(Instr. 3 and 4) Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

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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 Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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#### Edgar Filing: FIFTH THIRD BANCORP - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	) Acquired ( Disposed of (Instr. 3, 4, 5)	of (D)				,
				Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units (1)	(2)	04/16/2010	04/19/2010	A	509.419		(3)	(3)	Common Stock	509.419

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
Tuuk Mary E			EVP &				
38 FOUNTAIN SQUARE PLAZA			Chief Risk				
CINCINNATI, OH 45263			Officer				

# **Signatures**

Paul L. Reynolds, as Attorney-in-Fact for Mary E. Tuuk

04/20/2010

\*\*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).
- The phantom stock units represent a portion of the reporting person's salary, net of withholdings and deductions, and were issued under the Fifth Third Bancorp 2008 Incentive Compensation Plan For more information, please see the Current Report on Form 8-K filed by
- (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.

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