

FIFTH THIRD BANCORP
Form 5
February 14, 2017

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP OF SECURITIES**

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

OMB APPROVAL

OMB
Number: 3235-0362
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1. Name and Address of Reporting Person *
Blackburn Katherine H.

(Last) (First) (Middle)

38 FOUNTAIN SQUARE
PLAZA,Â MD 10AT76

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
FIFTH THIRD BANCORP [FITB]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2016

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

6. Individual or Joint/Group Reporting

(check applicable line)

CINCINNATI,Â OHÂ 45263

(City) (State) (Zip)

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of
securities beneficially owned directly or indirectly.

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SEC 2270
(9-02)

**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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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	Derivative Security				(D) (Instr. 3, 4, and 5)						
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares	
Phantom Stock	Â	02/01/2016	Â	A	126.9841	Â	Â (1)	Â (1)	Common Stock	126.9841	
Phantom Stock	Â	03/03/2016	Â	A	355.8719	Â	Â (1)	Â (1)	Common Stock	355.8719	
Phantom Stock	Â	04/01/2016	Â	A	2,559.5238	Â	Â (1)	Â (1)	Common Stock	2,559.5238	
Phantom Stock	Â	05/02/2016	Â	A	542.0054	Â	Â (1)	Â (1)	Common Stock	542.0054	
Phantom Stock	Â	05/31/2016	Â	A	211.9767	Â	Â (1)	Â (1)	Common Stock	211.9767	
Phantom Stock	Â	07/01/2016	Â	A	2,008.0321	Â	Â (1)	Â (1)	Common Stock	2,008.0321	
Phantom Stock	Â	08/02/2016	Â	A	430.5705	Â	Â (1)	Â (1)	Common Stock	430.5705	
Phantom Stock	Â	09/01/2016	Â	A	99.8004	Â	Â (1)	Â (1)	Common Stock	99.8004	
Phantom Stock	Â	10/05/2016	Â	A	578.5921	Â	Â (1)	Â (1)	Common Stock	578.5921	
Phantom Stock	Â	11/01/2016	Â	A	91.5332	Â	Â (1)	Â (1)	Common Stock	91.5332	
Phantom Stock	Â	12/05/2016	Â	A	76.6577	Â	Â (1)	Â (1)	Common Stock	76.6577	
Phantom Stock	Â	12/30/2016	Â	A	370.7824	Â	Â (1)	Â (1)	Common Stock	370.7824	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blackburn Katherine H. 38 FOUNTAIN SQUARE PLAZA MD 10AT76 CINCINNATI, OH 45263	Â X	Â	Â	Â

Signatures

H. Samuel Lind, Attorney-in-Fact for Katherine H.
Blackburn

02/14/2017

__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 were acquired under the Fifth Third Bancorp directors deferred compensation plan and are to be settled 1-for-1

(1) in terms of Fifth Third Bancorp common stock and paid in cash upon the reporting person's retirement. The reporting person may transfer the phantom stock account into an alternative investment account at any time.

(2) Units owned at December 31, 2016, including 72 phantom stock units acquired through dividend reinvestment.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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