

FIFTH THIRD BANCORP  
Form 4  
November 15, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Leonard James C.

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)  
38 FOUNTAIN SQUARE  
PLAZA, MD10AT76  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/10/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP & Treasurer

CINCINNATI, OH 45263

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 (D)	5. Amount or Price	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 Ownership (Instr. 4)
Common Stock	11/10/2016		M	13,462	A	\$ 19.26	118,331	D	
Common Stock	11/10/2016		D	10,922	D	\$ 23.74	107,409	D	
Common Stock	11/10/2016		F	788	D	\$ 23.74	106,621	D	
Common Stock	11/10/2016		M	9,615	A	\$ 14.8	116,236	D	
Common Stock	11/10/2016		D	5,994	D	\$ 23.74	110,242	D	

Edgar Filing: FIFTH THIRD BANCORP - Form 4

Common Stock	11/10/2016	F	1,646	D	\$ 23.74	108,596	D
Common Stock	11/10/2016	S	21,708	D	\$ 23.51 (3)	86,888	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 19.26	11/10/2016		M	13,462	04/15/2008 <sup>(1)</sup> 04/15/2018	Common Stock	1	
Stock Appreciation Right	\$ 14.8	11/10/2016		M	9,615	04/20/2010 <sup>(1)</sup> 04/20/2020	Common Stock	9	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Leonard James C. 38 FOUNTAIN SQUARE PLAZA MD10AT76 CINCINNATI, OH 45263			EVP & Treasurer	

## Signatures

H. Samuel Lind, as Attorney-in-Fact for James C. Leonard  
11/15/2016

\_\_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) Indicates grant date. Stock appreciation rights are exercisable as follows: 25% one year from grant date, 50% two years from grant date, 75% three years from grant date, and 100% four years from grant date.
- (2) Issued pursuant to Fifth Third Bancorp Incentive Compensation Plan. No consideration paid.  
The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$23.50 to \$23.53, inclusive. The reporting person undertakes to provide to Fifth Third Bancorp, any of its security holders or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (1) to this Form 4.
- (3)

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.