Edgar Filing: FIFTH THIRD BANCORP - Form 4

FIFTH THIR	RD BANCORP										
Form 4											
April 11, 201											
FORM	14 UNITED	STATES	SECUR	ITIES A	ND EX(СНА	NGE C	COMMISSION		PROVAL	
	UNITED	JIIIIII		shington,					OMB Number:	3235-0287	
Check the				8 /					Expires:	January 31	
if no long subject to Section 1 Form 4 o	F CHANGES IN BENEFICIAL OWNERSH SECURITIES						Estimated a burden hour response				
Form 5 obligation may cont <i>See</i> Instru 1(b).	ns Section 17(a	a) of the l	Public Ut		ling Con	npany	Act of	e Act of 1934, 1935 or Section 0	1		
(Print or Type F	Responses)										
Hubbard James R. S.			2. Issuer Name and Ticker or Trading Symbol FIFTH THIRD BANCORP [FITB]				-	5. Relationship of Reporting Person(s) to Issuer			
								(Check all applicable)			
			3. Date of Earliest Transaction (Month/Day/Year) 04/09/2012					Director 10% Owner X_ Officer (give title Other (specify below) below) SVP and Chief Legal Officer			
			endment, Date Original nth/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line)					
CINCINNA	TI, OH 45263							_X_ Form filed by C Form filed by M Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial		
Common	04/00/2012			Code V $F^{(1)}$. ,	Price \$		D		
Stock	04/09/2012			<u>r(•)</u>	189	D	14.31	25,190.696	D		
Common Stock								4,543.8674	Ι	by 401(k)	
Common Stock								100	Ι	by Child	

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

Edgar Filing: FIFTH THIRD BANCORP - Form 4

number.

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Hubbard James R. 38 FOUNTAIN SQUARE PLAZA MD 10AT76 CINCINNATI, OH 45263			SVP and Chief Legal Officer				
Signatures							
Paul L. Reynolds, as Attorney-in-Fact f Hubbard	04/11/2012						
**Signature of Reporting Person			Date				
Explanation of Respon	1606'						

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 withheld for taxes upon the vesting of restricted stock granted to the reporting person on April 9, 2007.

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.