

FIFTH THIRD BANCORP  
Form 4  
July 03, 2013

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**ISAAC WILLIAM M**

(Last) (First) (Middle)

**38 FOUNTAIN SQUARE  
PLAZA, MD 10AT76**

(Street)

**CINCINNATI, OH 45263**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

**FIFTH THIRD BANCORP [FITBP]**

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

**07/01/2013**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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)	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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	07/01/2013		C	5,874 A <u>1</u> Price	85,439	D	

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)**

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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 Securities (Instr. 3 and 4)	8. Price
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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Depository Shares (Preferred Stock, Series G) <u>(2)</u>	<u>(1)</u>	07/01/2013		C			680 <u>(2)</u>	<u>(1)</u>	<u>(1)</u>	Common Stock	5,874

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ISAAC WILLIAM M 38 FOUNTAIN SQUARE PLAZA MD 10AT76 CINCINNATI, OH 45263	X			

## Signatures

Paul L. Reynolds, as Attorney-in-Fact for William M. Isaac  
07/03/2013

\*\*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 Depository Shares representing the 8.50% Non-Cumulative Perpetual Convertible Preferred Stock, Series G have no expiration date and are convertible into common stock at the option of the Issuer if the closing price of the Issuer's Common Stock exceeds 130% of the applicable conversion price for 20 trading days within any period of 30 consecutive trading days. The closing price of shares of the Issuer's Common Stock satisfied such threshold for the 30 trading days ended June 10, 2013, and the Issuer has given the required notice of its exercise of its conversion right. Accordingly, each Depository Share is convertible into 8.6393 shares of Common Stock.
- (1) Each Depository share represents 1/250th of an interest in a share of the Issuer's 8.50% Non-Cumulative Perpetual Convertible Preferred Stock, Series G.
  - (2)

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.