

SCHAEFER GEORGE A JR
Form 4
March 17, 2005

FORM 4

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

OMB APPROVAL

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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 *
SCHAEFER GEORGE A JR

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2005

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

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) | 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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|---|---------------|
| | | | Code | V | Amount | (D) | Price | | |
| Common Stock | 03/15/2005 | | J(1)(3) | | 2,732 | D | 11 62,179 | I | by Trusts (3) |
| Common Stock | 03/15/2005 | | J(1)(3) | | 2,732 | A | 11 679,241.6918 | D | |
| Common Stock | 03/15/2005 | | J(1)(4) | | 2,732 | D | 11 62,179 | I | by Trusts (4) |
| Common Stock | 03/15/2005 | | J(1)(4) | | 2,732 | A | 11 39,243 | I | by Spouse |
| Common Stock | 03/16/2005 | | J(2)(3) | | 420 | D | 21 61,759 | I | by Trusts (3) |
| | 03/16/2005 | | J(2)(4) | | 420 | D | 21 61,759 | I | |

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 reporting person and his spouse have each established a series of Grantor Retained Annuity Trusts (GRATs) in connection with their tax and estate planning. On March 15, 2005 those GRATs transferred shares back to the reporting person and his spouse in an annuity payment.

(1) On March 16, 2005 one GRAT of which the Reporting person is a beneficiary and one GRAT of which the Reporting person's spouse is a beneficiary each transferred its remaining shares to the holders of the GRAT's remainder interests on such GRAT's expiration.

(2) Transfer from various GRATs of which the Reporting person is a beneficiary.

(3) Transfer from various GRATs of which the Reporting person's spouse is a beneficiary.

(4) A family limited partnership of which the reporting person and his spouse are the only partners.

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.