

Hazel Mark D  
Form 4  
January 29, 2018

**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 \*  
Hazel Mark D

(Last) (First) (Middle)

38 FOUNTAIN SQUARE PLAZA

(Street)

CINCINNATI, OH 45263

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
01/25/2018

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)  
SVP and Controller

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | Price  |  |
| Common Stock                    | 01/25/2018                           |  | M                              |   | 14,775  | \$ 14.36   | A 64,825 <sup>(1)</sup> D                  |
| Common Stock                    | 01/25/2018                           |  | F                              |   | 8,921   | \$ 32.84   | D 55,904 <sup>(1)</sup> D                  |
| Common Stock                    | 01/25/2018                           |  | M                              |   | 11,513  | \$ 16.15   | A 67,417 <sup>(1)</sup> D                  |
| Common Stock                    | 01/25/2018                           |  | F                              |   | 7,292   | \$ 32.84   | D 60,125 <sup>(1)</sup> D                  |
| Common Stock                    |                                      |  |                                |   |   |  | 12,982 I by 401(k)                         |

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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 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                   | \$ 14.36   | 01/25/2018                           |  | M                              | 14,775  | 04/17/2012 <sup>(2)</sup>                                | 04/17/2022  | Common Stock     | 14,775          |       |                            |
| Stock Appreciation Right                   | \$ 16.15   | 01/25/2018                           |  | M                              | 11,513  | 04/16/2013 <sup>(2)</sup>                                | 04/16/2023  | Common Stock     | 11,513          |       |                            |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                    |       |
|--|---------------|-----------|--------------------|-------|
|  | Director      | 10% Owner | Officer            | Other |
| Hazel Mark D<br>38 FOUNTAIN SQUARE PLAZA<br>CINCINNATI, OH 45263 |               |           | SVP and Controller |       |

## Signatures

H. Samuel Lind, as Attorney-in-Fact for Mark D.  
Hazel  
Date: 01/29/2018

\_\_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) Includes 5 shares acquired pursuant to dividend reinvestments since the date of the reporting person's last ownership report.
- (2) 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.
- (3) Issued pursuant to Fifth Third Bancorp Incentive Compensation Plan. No consideration paid.

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