Edgar Filing: FIFTH THIRD BANCORP - Form 4

FIFTH THIRD BANCORP

Form 4

February 23, 2012

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

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Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Lee Bruce K			2. Issuer Name and Ticker or Trading Symbol FIFTH THIRD BANCORP [FITB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction	(Cheek all applicable)				
			(Month/Day/Year)	Director 10% Owner				
38 FOUNTAIN	N SQUARE	Z PLAZA	02/21/2012	X Officer (give title Other (specify below) EVP & Chief Credit Officer				
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
CINCINNATI	, ОН 45263		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				

(City)	(State)	Zip) Table	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock (1)	02/21/2012		Code V A	Amount 7,266	(D)	Price (2)	67,299	D	
Common Stock	02/21/2012		F(3)	2,511	D	\$ 13.91	64,788	D	
Common Stock (4)	02/21/2012		A	3,633	A	<u>(2)</u>	68,421	D	
Common Stock							781.0976	I	by 401(k)
Common Stock							14,659	I	by Trust

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Common Stock	1,861	I	by Trust (6)
Common Stock	472	I	by Spouse
Common Stock	400	I	by Children

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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transac Code (Instr. 8	5. tionNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)
				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	

Lee Bruce K 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263

EVP & Chief Credit Officer

Signatures

Paul L. Reynolds, as Attorney-in-Fact for Bruce K. Lee 02/23/2012

**Signature of Reporting Person Date

Reporting Owners 2

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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) Restricted stock granted pursuant to Fifth Third Bancorp Incentive Compensation Plan.
- (2) Granted pursuant to the Fifth Third Bancorp Incentive Compensation Plan. No consideration paid.
- (3) Shares withheld for taxes upon the vesting of restricted stock granted to the reporting person on February 21, 2012.
- (4) Restricted stock granted pursuant to Fifth Third Bancorp Incentive Compensation Plan subject to vesting in three equal annual installments beginning on the first anniversary of the grant date.
- (5) A revocable Trust of which the reporting person is the grantor.
- (6) An irrevocable trust of which the reporting person's minor children are beneficiaries.

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.