Edgar Filing: FIFTH THIRD BANCORP - Form 4

FIFTH THIR	D BANCORP											
Form 4												
April 23, 201	2											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB AF	OMB APPROVAL			
								OMB	3235-0287			
Check thi	is box		Was	shington,	D.C. 20	549			Number:			
if no long	or			CECINI	DENIDE		LOW		Expires:	January 31, 2005		
subject to)		r CHAN			ICIA	NERSHIP OF	Estimated average				
Section 1				SECURITIES					burden hours per			
Form 4 or Form 5		uraiant to (Section 1	6(a) of the	- Soourit	ioc E	vohona	e Act of 1934,	response	0.5		
obligation	• •						•	7 1935 or Section	n			
may conti	inue.			vestment	•	· ·	•		1			
See Instru 1(b).	iction	50(11)	or the m	vestment	compun	.y 110	. 01 17 1	0				
-(-).												
(Print or Type R	Responses)											
		- *								<i>.</i> .		
	ddress of Reportin	ig Person _		r Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer				
Tanner Teresa J. Symbol				THIRD BANCORP [FITB]								
			FIFTH	THIRD B	ANCOR	P[F	IIB]	(Check	k all applicable	:)		
(Last)	(First)	(Middle)		Earliest Tr	ansaction							
				/Day/Year)			Director 10% Owner X Officer (give title Other (specify					
38 FOUNTAIN SQUARE 04/19/2 PLAZA, MD 10AT76			2012				below) below)					
PLAZA, MI	J 10A1 /0							EVP and	Chief HR Off	icer		
	(Street)		4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
Filed(Mc				onth/Day/Year)				Applicable Line)				
								_X_Form filed by C Form filed by M				
CINCINNA	TI, OH 45263							Person		porting		
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of	2. Transaction Da	ate 2A. Deer	ned	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Yea	r) Executio	n Date, if	Transactio				Securities	Form: Direct			
(Instr. 3)		any		Code (Instr. 3, 4 and 5)			5)	Beneficially	(D) or	Beneficial		
		(Month/1	Day/Year)	(Instr. 8)				Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
								Reported	(1115411-1)	(1115411-1)		
						(A) or		Transaction(s)				
				Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common	04/19/2012			F ⁽¹⁾	900	D	\$	35,918.314	D			
Stock	04/19/2012			1.(-)	900	D	13.73	55,910.514	D			
Common									_			
Stock								2,565.1108	Ι	by 401(k)		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	7. Title Amour Underl Securit (Instr. 2	nt of ying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

er

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Tanner Teresa J. 38 FOUNTAIN SQUARE PLAZA MD 10AT76 CINCINNATI, OH 45263			EVP and Chief HR Officer					
Signatures								
Paul L. Reynolds, as Attorney-in-Fa	act for Ter	esa J.	04/23/2012					

**Signature of Reporting Person

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 19, 2011.

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.

Date