

FIFTH THIRD BANCORP
 Form 3
 December 30, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Clossin Todd | | (Month/Day/Year) | FIFTH THIRD BANCORP [FITB] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 12/20/2011 | | |
| 38 FOUNTAIN SQUARE PLAZA,Â MD 10AT76 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| CINCINNATI,Â OHÂ 45263 | | | EVP and CAO | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 49,341 | D | Â |
| Common Stock | 7,280 | I | by 401(k) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

Edgar Filing: FIFTH THIRD BANCORP - Form 3

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|------------------------------------|---------------------------|------------------|--------------|----------------------------|---------------------|---|---|
| Phantom Stock ⁽¹⁾ | Â ⁽²⁾ | Â ⁽²⁾ | Common Stock | 1,403 | \$ ⁽²⁾ | D | Â |
| Phantom Stock Units ⁽³⁾ | Â ⁽⁴⁾ | Â ⁽⁴⁾ | Common Stock | 16,895 | \$ ⁽⁵⁾ | D | Â |
| Stock Appreciation Right | 04/19/2004 ⁽⁶⁾ | 04/19/2014 | Common Stock | 20,000 | \$ 54.4 | D | Â |
| Stock Appreciation Right | 04/08/2005 ⁽⁶⁾ | 04/08/2015 | Common Stock | 34,615 | \$ 42.9 | D | Â |
| Stock Appreciation Right | 01/23/2006 ⁽⁶⁾ | 01/23/2016 | Common Stock | 25,000 | \$ 37.58 | D | Â |
| Stock Appreciation Right | 04/07/2006 ⁽⁶⁾ | 04/07/2016 | Common Stock | 53,325 | \$ 39.36 | D | Â |
| Stock Appreciation Right | 04/09/2007 ⁽⁶⁾ | 04/09/2017 | Common Stock | 40,000 | \$ 38.27 | D | Â |
| Stock Appreciation Right | 04/15/2008 ⁽⁶⁾ | 04/15/2018 | Common Stock | 46,154 | \$ 19.26 | D | Â |
| Stock Appreciation Right | 04/21/2009 ⁽⁶⁾ | 04/21/2019 | Common Stock | 75,000 | \$ 3.96 | D | Â |
| Stock Appreciation Right | 04/19/2011 ⁽⁶⁾ | 04/19/2021 | Common Stock | 47,619 | \$ 13.36 | D | Â |
| Stock Option | 04/22/2002 ⁽⁷⁾ | 04/22/2012 | Common Stock | 10,000 | \$ 68.01 | D | Â |
| Stock Option | 03/28/2003 ⁽⁸⁾ | 03/28/2013 | Common Stock | 25,000 | \$ 51.46 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Clossin Todd 38 FOUNTAIN SQUARE PLAZA MD 10AT76 CINCINNATI, OH 45263 | Â | Â | Â EVP and CAO | Â |

Signatures

Paul L. Reynolds, as Attorney-in-Fact for Todd Clossin

12/30/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Acquired pursuant to The Fifth Third Bancorp Non Qualified Deferred Compensation Plan.
- (2) The units are to be settled in cash for the value of Fifth Third Bancorp common stock on a 1-for-1 basis after termination of employment.
The phantom stock units represent a portion of the reporting person's salary, net of withholdings and deductions, and were issued under
(3) the Fifth Third Bancorp 2008 Incentive Compensation Plan. For more information, please see the Current Report on Form 8-K filed by Fifth Third Bancorp on September 25, 2009.
- (4) Phantom stock units will be settled in cash in two equal installments on June 15, 2012 and June 15, 2013 or on the earlier death of the reporting person.
- (5) Each phantom stock unit is the economic equivalent of of one share of Fifth Third Bancorp common stock.
- (6) 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.
- (7) Indicates grant date. Options are exercisable as follows: 25% 6 months from grant date; 50% one year from grant; 75% two years from grant; and 100% three years from grant.
- (8) Indicates grant date. Options are exercisable as follows: 25% one year from grant; 50% two years from grant; 75% three years from grant; and 100% four years from grant.

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.