

FIFTH THIRD BANCORP  
Form 8-K  
November 20, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K**  
**CURRENT REPORT PURSUANT**  
**TO SECTION 13 OR 15(D) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): November 20, 2006

**FIFTH THIRD BANCORP**

(Exact Name of Registrant as Specified in Its Charter)

**OHIO**

(State or Other Jurisdiction of Incorporation)

**0-8076**  
(Commission File Number)

**31-0854434**  
(IRS Employer Identification No.)

**Fifth Third Center**

**38 Fountain Square Plaza, Cincinnati, Ohio**  
(Address of Principal Executive Offices)

**45263**  
(Zip Code)

**(513) 534-5300**

(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

.. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01 Regulation FD Disclosure**

To assist investors, financial analysts and other interested parties in their analysis of Fifth Third Bancorp, the Registrant developed the documents attached as Exhibit 99.1 and Exhibit 99.2 to this Form 8-K. These documents, incorporated herein by reference, are furnished, not filed.

**Item 9.01 Financial Statements and Exhibits**

Exhibit 99.1 Management Discussion of Balance Sheet Actions and Trends; included in Press Release dated November 20, 2006

Exhibit 99.2 Management Presentation of Balance Sheet Actions and Fourth Quarter 2006 Mid-Quarter Update

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

November 20, 2006

**FIFTH THIRD BANCORP**  
(Registrant)

/s/ Christopher G. Marshall  
Christopher G. Marshall  
Executive Vice President and  
Chief Financial Officer