

FIFTH THIRD BANCORP  
Form 3  
September 25, 2009

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

OMB APPROVAL

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**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 <b>and</b> Ticker or Trading Symbol                         |  |
| Kosch Gregory                             |         | (Month/Day/Year)                     | FIFTH THIRD BANCORP [FITB]   |  |
| (Last)                                    | (First) | (Middle)                             | 09/15/2009   |  |
| 38 FOUNTAIN SQUARE PLAZA, MD 10AT76       |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| CINCINNATI, OH 45263                      |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | Executive Vice President   | <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                    | 30,053 <sup>(1)</sup>                                 | D  |   |
| Common Stock                    | 2,000   | I  | by Daughter   |

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

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**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) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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|                          | Date Exercisable          | Expiration Date | Title        | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |   |
|--------------------------|---------------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Stock Option             | 03/22/2000 <sup>(2)</sup> | 03/22/2010      | Common Stock | 2,490                      | \$ 40.1667          | D   | Â |
| Stock Option             | 03/22/2000 <sup>(2)</sup> | 03/22/2010      | Common Stock | 8,760                      | \$ 40.1667          | D   | Â |
| Stock Option             | 04/05/2001 <sup>(2)</sup> | 04/05/2011      | Common Stock | 12,000                     | \$ 50.8125          | D   | Â |
| Stock Option             | 04/22/2002 <sup>(3)</sup> | 04/22/2012      | Common Stock | 15,000                     | \$ 68.01            | D   | Â |
| Stock Option             | 03/28/2003 <sup>(4)</sup> | 03/28/2013      | Common Stock | 15,000                     | \$ 51.46            | D   | Â |
| Stock Appreciation Right | 04/19/2008                | 04/19/2014      | Common Stock | 8,500                      | \$ 54.4             | D   | Â |
| Stock Appreciation Right | 04/08/2005 <sup>(5)</sup> | 04/08/2015      | Common Stock | 11,538                     | \$ 42.9             | D   | Â |
| Stock Appreciation Right | 04/07/2006 <sup>(5)</sup> | 04/07/2016      | Common Stock | 26,250                     | \$ 39.36            | D   | Â |
| Stock Appreciation Right | 04/09/2007 <sup>(5)</sup> | 04/09/2017      | Common Stock | 35,000                     | \$ 38.27            | D   | Â |
| Stock Appreciation Right | 04/15/2008 <sup>(5)</sup> | 04/15/2018      | Common Stock | 38,462                     | \$ 19.26            | D   | Â |
| Stock Appreciation Right | 04/21/2009 <sup>(5)</sup> | 04/21/2019      | Common Stock | 65,000                     | \$ 3.96             | D   | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| Kosch Gregory<br>38 FOUNTAIN SQUARE PLAZA<br>MD 10AT76<br>CINCINNATI, OH 45263 | Â             | Â         | Â Executive Vice President | Â     |

## Signatures

Paul L. Reynolds, as Attorney-in-Fact for Gregory Kosch 09/25/2009

\_\_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).

- Includes 1,143 shares of restricted stock granted pursuant to Fifth Third Bancorp Incentive Compensation Plan subject to vesting in three equal annual installments upon the achievement of performance measures and 16,250 shares of 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.
- (1) Indicates grant date. Options are exercisable as follows: 25% on grant date; 50% one year from grant; 75% two years from grant; and 100% three years from grant.
  - (2) 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.
  - (3) 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.
  - (4) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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