

FIFTH THIRD BANCORP
Form 3
February 17, 2010

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 and Ticker or Trading Symbol	
Â Hazel Mark D		(Month/Day/Year)	FIFTH THIRD BANCORP [FITB]	
(Last)	(First)	(Middle)	02/08/2010	
38 FOUNTAIN SQUARE PLAZA			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
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			SVP and Controller	

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	4,617.1569 ⁽¹⁾	D	Â
Common Stock	100	I	Owned jointly with spouse
Common Stock	8,277.2511	I	by 401(k) plan

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	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial
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	Date Exercisable	Expiration Date	Derivative Security (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
Stock Options	02/08/2010	03/28/2013	Common Stock	2,000	\$ 50.03	D	Â
Stock Appreciation Rights	02/08/2010	04/19/2014	Common Stock	3,000	\$ 54.4	D	Â
Stock Appreciation Rights	02/08/2010	04/08/2015	Common Stock	4,038	\$ 42.9	D	Â
Stock Appreciation Rights	04/07/2006 ⁽¹⁾	04/07/2016	Common Stock	4,894	\$ 39.36	D	Â
Stock Appreciation Rights	04/09/2007 ⁽²⁾	04/09/2017	Common Stock	4,333	\$ 38.27	D	Â
Stock Appreciation Rights	04/15/2008 ⁽³⁾	04/15/2018	Common Stock	5,769	\$ 19.26	D	Â
Stock Appreciation Rights	04/21/2009 ⁽⁴⁾	04/21/2019	Common Stock	7,000	\$ 3.96	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hazel Mark D 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263	Â	Â	Â SVP and Controller	Â

Signatures

Paul L. Reynolds, as Attorney-in-Fact for Mark D.
Hazel

02/17/2010

**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) Indicates grant date. 3,671 shares are fully vested and the remaining 1,223 shares will vest on 4/7/2010.
- (2) Indicates grant date. 2,167 shares are fully vested and the remaining 2,166 shares will vest in two equal annual installments beginning 4/9/2010.
- (3) Indicates grant date. 1,443 shares are fully vested and the remaining 4,326 shares will vest in three equal annual installments beginning 4/15/2010.
- (4) Indicates grant date. These shares will vest in four equal annual installments beginning 4/21/2010.

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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