

FIFTH THIRD BANCORP
Form 4
February 23, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
SCHAEFER GEORGE A JR

(Last) (First) (Middle)

38 FOUNTAIN SQUARE PLAZA

(Street)

CINCINNATI, OH 45263

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FIFTH THIRD BANCORP [FITB]

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---------------------------|---|--|---|
| | | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 02/21/2007 | | M | 4,404 | A \$ 22.7037 | 913,747.038 | D | |
| Common Stock | 02/21/2007 | | M | 333,098 | A \$ 22.7037 | 1,246,845.038 | D | |
| Common Stock | 02/21/2007 | | S | 188,416 | D \$ 40.81 | 1,058,429.038 | D | |
| Common Stock | 02/21/2007 | | F | 58,168 | D \$ 40.8 | 1,000,261.038 | D | |
| Common Stock | 02/21/2007 | | S | 87,000 | D \$ 40.81 | 913,261.038 | D | |
| | | | | | | 17,944 | I | |

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| | | | | | | |
|--------------|--|--|--|------------|---|-------------------------|
| Common Stock | | | | | | by Trusts <u>(1)</u> |
| Common Stock | | | | 17,944 | I | by Trusts <u>(2)</u> |
| Common Stock | | | | 83,058 | I | by Spouse |
| Common Stock | | | | 1,862.2233 | I | by 401(K) |
| Common Stock | | | | 240,000 | I | by FLP <u>(3)</u> |

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

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(9-02)

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Option to Purchase | \$ 22.7037 | 02/21/2007 | | M | 4,404 | 05/08/1997 ⁽⁴⁾ | 05/08/2007 | Common Stock | 4,404 |
| Option to Purchase | \$ 22.7037 | 02/21/2007 | | M | 333,098 | 05/08/1997 ⁽⁴⁾ | 05/08/2007 | Common Stock | 333,098 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHAEFER GEORGE A JR 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263 | X | | Chairman & CEO | |

Signatures

Paul L. Reynolds, Attorney-in-Fact for George A. Schaefer, Jr. 02/23/2007

__Signature of Reporting Person

Date

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) Grantor Retained Annuity Trusts ("GRATs") of which the Reporting person is a beneficiary.
- (2) GRATs of which the Reporting person's spouse is a beneficiary.
- (3) A family limited partnership of which the reporting person and his spouse are the only partners.
- (4) 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.
- (5) Issued pursuant to Fifth Third Bancorp stock option plan. No consideration paid.
- (6) Includes total number of unexercised option grants previously reported.

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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