FIFTH THIRD BANCORP

Form 4 May 29, 2008

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average burden hours per

0.5

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

FIFTH THIRD BANCORP [FITB]

Symbol

1(b).

(Print or Type Responses)

SULLIVAN ROBERT A

1. Name and Address of Reporting Person *

(Last) (First) (Middle)			3. Date of Earliest Transaction					(encon an approacte)			
(Last)	(Tilst)	(Wildaic)			llan	saction					_
38 FOUNTAIN SQUARE PLAZA		V 2/7.777VVO						Director X Officer (give ti low)	Owner r (specify		
								low) below) SeniorExecutive Vice President			
	_					Individual or Joint/Group Filing(Check					
	` '					oplicable Line) _ Form filed by One Reporting Person					
CINCINN						Form filed by More than One Reporting rson					
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									y Owned		
1.Title of 2. Transaction Date 2A. Deen			ed 3. 4. S			4. Securit	ies Ac	quired	5. Amount of	6.	7. Nature of
Security	ecurity (Month/Day/Year) Execution I			Date, if Transaction			•	of (D)	Securities	Ownership	Indirect
(Instr. 3)		any			Code			5)	Beneficially	Form:	Beneficial
		(Month/Da	ay/Year)	(Instr. 8)					Owned	Direct (D) or Indirect	Ownership
									Following Reported	(I)	(Instr. 4)
							(A)		Transaction(s)	(Instr. 4)	
				G 1	T 7		or	ъ.	(Instr. 3 and 4)	,	
				Code	V	Amount	(D)	Price \$			
Common	05/27/2008			J(1)(2)(3)		50,000	D	19.55	0	I	By Trust
Stock						ŕ		(1) (2) (3)			<u>(4)</u>
Common									87,687	D	
Stock											
Common Stock									16,300	I	by Spouse
Common									1,364.7432	I	by 401(k)
Stock									•		• ` '

Edgar Filing: FIFTH THIRD BANCORP - Form 4

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

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.

(9-02)

SEC 1474

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and A	Amount of	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Underlying Securities		Derivative
Security	or Exercise		any	Code	of	(Month/Day	/Year)	(Instr. 3 and	4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e				(Instr. 5)
	Derivative				Securities	3				
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration	m: a	or	
						Exercisable	Date	Title	Number	
				Code V	(A) (D)				of Shares	
					1					
Contract	(1) (2) (3)	05/27/2008		X(5)	(1)	(1)(2)(3)	(1)(2)(3)	Common	50,000	(1) (2) (3)
(1) (2) (3)	(1) (2) (3)	03/2//2008		$\Lambda_{\underline{(3)}}$	(2)	(1)(2)(3)	(1)(2)(3)	Stock	30,000	(1) (2) (3)
					(3)					

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SULLIVAN ROBERT A 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263

SeniorExecutive Vice President

Signatures

Paul L. Reynolds, Attorney-in-Fact for Robert A. Sullivan

05/29/2008

**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) This report on Form 4 relates to the settlement of a variable prepaid forward contract ("VPF Agreement") that the reporting person entered into on May 26, 2005 (the "Trade Date"), through a revocable trust (the "Trust") of which he is the grantor and trustee, with an unrelated third party (the "Buyer") relating to 50,000 shares of Common Stock and with respect to which the reporting person filed a Form 4 with the SEC on May 27, 2005. Under the VPF Agreement, the Trust agreed to sell the shares in accordance with footnotes 2 and 3 below. The Trust received a prepayment from the Buyer in the amount of \$1,703,592 within 3 business days of the Trade Date. Such proceeds were used for tax planning and estate planning purposes. The transaction settled in one tranche on May 27, 2008. In settlement

Reporting Owners 2

Edgar Filing: FIFTH THIRD BANCORP - Form 4

of the VPF Agreement, the Trust delivered to Buyer 50,000 shares of Common Stock.

- On the settlement date, the Trust, unless it had elected cash settlement as described in the following sentence, would deliver to Buyer a number of shares of Common Stock. In lieu of delivering shares, the Trust could have elected cash settlement. The number of shares to be delivered is determined as outlined in footnote 3 below.
 - If the "Final Price" (a market-based price as determined under the terms of the VPF Agreement) was less than or equal to the Floor Price, the Trust would deliver 50,000 shares; if the Final Price was greater than the Floor Price but less than the Cap Price, the Trust would deliver that number of shares equal to 50,000 multiplied by (x) the Floor Price, divided by (y) the Final Price, and if the Final Price is
- (3) greater than or equal to the Cap Price, the Trust would deliver that number of shares equal to 50,000 multiplied by (x) the sum of (i) the Floor Price (expressed as an amount) and (ii) the product of (a) one and (b) any amount by which the Final Price exceeds the Cap Price (expressed as an amount), divided by (y) the Final Price. This transaction had a Floor Price of \$43.02 and a Cap Price of \$55.926.

 Transaction Codes S and K also apply to the transaction reported.
- (4) A revocable Trust of which the reporting person is the grantor and trustee.
- (5) Transaction code K also applies to this transaction.

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.