Edgar Filing: FIFTH THIRD BANCORP - Form 4

	D BANCORP									
Form 4 March 24, 20	05									
									OMB APPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE CO Washington, D.C. 20549						COMMISSION	OMB Number:	: 3235-0287		
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation may contin <i>See</i> Instruct 1(b).	Filed purs Section 17(a	ENT OF CHAN uant to Section () of the Public U	S CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940						Expires: January 31, 2005 Estimated average burden hours per response 0.5	
(Print or Type R	esponses)									
1. Name and Ac KOCH ROB	Symbol	2. Issuer Name and Ticker or Trading Symbol FIFTH THIRD BANCORP [FITB]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (M		3. Date of Earliest Transaction (Chec				ck all applicable	k all applicable)		
38 FOUNTA	(Month/	(Month/Day/Year) 03/22/2005				X_ Director 10% Owner Officer (give title Other (specify below)				
	(Street)		endment, Dat nth/Day/Year)	-			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
CINCINNAT	ГІ, ОН 45263							More than One Ro		
(City)	(State) (2	Zip) Tab	le I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	rity (Month/Day/Year) Execution Date, if Tr r. 3) any Co		Code	4. Securi onAcquired Disposed (Instr. 3,	l (A) c l of (E))	SecuritiesIBeneficially0OwnedI	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
~			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock (1)	03/22/2005		А	592	А	<u>(2)</u>	38,952	D		
Common Stock							2,516	I	by Spouse	

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.

 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. Number 6. Date Exercisable and 7. Title and Amou Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Underlying Secur (Month/Day/Year) (Instr. 3 and 4) Security or Exercise any Code Securities Price of (Month/Day/Year) (Instr. 3) (Instr. 8) Acquired Derivative (A) or Security Disposed of (D) (Instr. 3, 4, and 5) Am or Expiration Date Exercisable Title Nur Date of (D) Code V (A) Sha Stock Common 03/22/2005(3) 03/22/2015 Appreciation \$ 42.22 03/22/2005 Α 5,000 5.0 Stock Right

Reporting Owners

Reporting Owner Name / Address		Relationsh					
FB	Director	10% Owner	Officer	Other			
KOCH ROBERT L II 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263	Х						
Signatures							
Paul L. Reynolds, Attorney-in-Fact Koch, II	t L.	03/24/2005					
<u>**</u> Signature of Reporting Pers	on			Date			
Evaluation of Decanonace.							

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) Restricted stock granted pursuant to Fifth Third Bancorp Incentive Compensation Plan subject to vesting on December 31, 2004.
- (2) Granted pursuant to the Fifth Third Bancorp Incentive Compensation Plan. No consideration paid.
- (3) 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. 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.

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