FIFTH THIRD BANCORP

Form 4 April 19, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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obligations

Check this box

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

may continue. See Instruction

30(h) of the Investment Company Act of 1940 1(b).

(Print or Type Responses)

Stock

Stock

Common

1. Name and A Alonso Stev	address of Reporting P ven	Symbol	r Name and Ticker or Trading THIRD BANCORP [FITB]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M		f Earliest Transaction	(Check all applicable)			
38 FOUNTAIN SQUARE PLAZA 04/17/20			Day/Year)	Director 10% Owner Other (specify below) Executive Vice President			
	(Street)	4. If Ame	endment, Date Original	6. Individual or Joint/Group Filing(Check			
		Filed(Mor	nth/Day/Year)	Applicable Line)			
CINCINNA	TI, OH 45263			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	Zip) Tabl	le I - Non-Derivative Securities A	cquired, 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. 4. Securities Acquire Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Pri	Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)			
Common Stock (1)	04/17/2012		A 12,187 A (2)	60,920 D			
Common				2.742.6548 I by 401(k)			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

3,742.6548

5,500

Ι

Ι

by 401(k)

Joint with

Spouse

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number.

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)	Derivative Conversion (Month/Day/Year) Execution Date, if Transcription or Exercise any Conversion Conversion (Month/Day/Year)		TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)		
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Ar or Nu of
Stock Appreciation Right	\$ 14.36	04/17/2012		A	82,742	04/17/2012(3)	04/17/2022	Common Stock	82

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Alonso Steven Executive 38 FOUNTAIN SQUARE PLAZA Vice CINCINNATI, OH 45263 President

Signatures

Paul L. Reynolds, as Attorney-in-Fact for Steven
Alonso
04/19/2012

**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) 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.
- (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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