Edgar Filing: FIFTH THIRD BANCORP - Form 4

FIFTH THIF	RD BANCORP	,									
Form 4	2012										
February 05, 2013 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									PPROVAL 3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). TATEMENT 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							Expires:January 3Estimated averageburden hours perresponse0				
(Print or Type I	Responses)										
			2. Issuer Name and Ticker or Trading Symbol FIFTH THIRD BANCORP [FITB]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Check					k all applicable)			
38 FOUNT. PLAZA, MI	AIN SQUARE D 10AT76		(Month/D 02/03/20	•				Director X Officer (give below) EVP and		6 Owner er (specify iicer	
			ndment, Date Original nth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 				
CINCINNA	TI, OH 45263								More than One Re		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Securi	ties Acq	uired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ar) Executi any			on(A) or Di (D) (Instr. 3,	4 and (A) or	d of 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)	Indirect Beneficial	
Common Stock	02/03/2013			Code V $F_{\underline{(1)}}$	Amount 285	(D) D	Price \$ 16.2	35,226.314	D		
Common Stock								2,659.5148	Ι	by 401(k)	

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

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 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. Transacti Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3,	umber Expiration Date (Month/Day/Year) erivative ecurities cquired A) or isposed C(D)		7. Title and Amount of Underlying Securities (Instr. 3 an	f Derivative g Security (Instr. 5)	
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	or	ount nber res	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Tanner Teresa J. 38 FOUNTAIN SQUARE PLAZA MD 10AT76 CINCINNATI, OH 45263			EVP and Chief HR Officer				
Signatures							
Paul L. Reynolds, as Attorney-in-Fau Tanner	ct for Ter	esa J.	02/05/2013				

Explanation of Responses:

**Signature of Reporting Person

* 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) Shares withheld for taxes upon the vesting of restricted stock granted to the reporting person on February 3, 2011.

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.

Date