

FIFTH THIRD BANCORP
Form FWP
April 23, 2008

Filed Pursuant to Rule 433

Dated April 23, 2008

Registration Statement No. 333-141560

\$750,000,000 6.250% Senior Notes due 2013**Summary of Terms**

Issuer	Fifth Third Bancorp
Expected Ratings	Aa3 / A+ / AA- / AAL (Moody's / S&P / Fitch / DBRS) Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to review, revision, suspension, reduction or withdrawal at any time by the assigning rating agency. Each rating should be evaluated independently of any other rating.
Note Type	Senior Notes
Principal Amount	US \$750,000,000
Trade Date	April 23, 2008
Settlement Date (T+ 5 days)	April 30, 2008
Maturity Date	May 1, 2013
Coupon	6.250% per annum
Price to Investors	99.885%, plus accrued interest, if any, from April 30, 2008
Underwriters Commission	0.35%
All-in Price	99.535%
Net Proceeds	US \$746,512,500
Pricing Benchmark	2.500% UST due 3/2013
Benchmark Yield	2.957%
Spread to Benchmark	Plus 332 basis points
Re-offer Yield	6.277%
Interest Payment Dates	Semi-annually on each May 1 and November 1 of each year, commencing November 1, 2008 and ending on the Maturity Date
Day Count Convention	30 / 360
Denominations	Minimum denominations of \$5,000 with increments of \$1,000 thereafter Credit Suisse Securities (USA) LLC
Bookrunners	Goldman, Sachs & Co. Merrill Lynch, Pierce, Fenner & Smith Incorporated Morgan Stanley & Co. Incorporated
Co-Manager	Fifth Third Securities, Inc.

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Billing and Delivery Agent

Morgan Stanley & Co. Incorporated

Listing

None

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Fifth Third Bancorp has filed a registration statement (including a prospectus and preliminary prospectus supplement) with the SEC for the offering to which this communication relates. Before you invest, you should read each of these documents and the other documents the issuer has filed with the SEC and incorporated by reference in such documents for more complete information about Fifth Third Bancorp and this offering. You may get these documents for free by visiting SEC Web site at www.sec.gov. Alternatively, Credit Suisse Securities (USA) LLC, Goldman, Sachs & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated, and Morgan Stanley & Co. Incorporated will arrange to send you these documents if you call Credit Suisse Securities (USA) LLC toll-free at 1-800-221-1037, Goldman, Sachs & Co. toll-free at 1-866-471-2526, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-866-500-5408 or Morgan Stanley & Co. Incorporated toll-free at 1-866-718-1649.