

FIFTH THIRD BANCORP
Form 3
December 30, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â TUZUN TAYFUN		(Month/Day/Year)	FIFTH THIRD BANCORP [FITB]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
			(Check all applicable)	
38 FOUNTAIN SQUARE PLAZA,Â 10 AT76			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(Street)			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
CINCINNATI,Â OHÂ 45263			(give title below)	(specify below)
(City)	(State)	(Zip)	SVP and Treasurer	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	8,020	D	Â
Common Stock	1,022	I	by 401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Phantom Stock ⁽¹⁾	Â ⁽²⁾	Â ⁽²⁾	Common Stock	1,852	\$ ⁽²⁾	D	Â
Stock Appreciation Right	04/15/2008 ⁽³⁾	04/15/2018	Common Stock	3,923	\$ 19.26	D	Â
Stock Appreciation Right	04/21/2009 ⁽³⁾	04/21/2019	Common Stock	6,000	\$ 3.96	D	Â
Stock Appreciation Right	04/20/2010 ⁽³⁾	04/20/2020	Common Stock	4,615	\$ 14.8	D	Â
Stock Appreciation Right	04/19/2011 ⁽³⁾	04/19/2021	Common Stock	5,714	\$ 13.36	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TUZUN TAYFUN 38 FOUNTAIN SQUARE PLAZA 10 AT76 CINCINNATI, OH 45263	Â	Â	Â SVP and Treasurer	Â

Signatures

Paul L. Reynolds, as Attorney-in-Fact for Tayfun Tuzun 12/30/2011

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Acquired pursuant to The Fifth Third Bancorp Non Qualified Deferred Compensation Plan.
- (2) The units are to be settled in cash for the value of Fifth Third Bancorp common stock on a 1-for-1 basis after termination of employment.
- (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.