

FIFTH THIRD BANCORP

Form 4

February 08, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DEWBREY DIANE L

(Last) (First) (Middle)

38 FOUNTAIN SQUARE PLAZA

(Street)

CINCINNATI, OH 45263

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

FIFTH THIRD BANCORP [FITB]

3. Date of Earliest Transaction  
(Month/Day/Year)

02/04/2005

4. If Amendment, Date Original  
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify  
below)

Senior Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number<br>of | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price<br>Deriv<br>Secur |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|-----------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|-----------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------|

# Edgar Filing: FIFTH THIRD BANCORP - Form 4

| (Instr. 3)                       | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8)                | Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | (Instr. 4) |                     |                    |                 |                                     |                       |
|----------------------------------|------------------------------------|------------------|---------------------------|-------------------------------------------------------------------------------------------------|------------|---------------------|--------------------|-----------------|-------------------------------------|-----------------------|
|                                  |                                    |                  | Code                      | V                                                                                               | (A) (D)    | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |                       |
| Contract                         | (1) (2) (3)                        | 02/04/2005       | J                         | 1                                                                                               | (1)(2)(3)  | (1)(2)(3)           | (1)(2)(3)          | Common<br>Stock | 21,800                              | (1) (2)               |
| <u>(1)</u> <u>(2)</u> <u>(3)</u> | <u>(1)</u> <u>(2)</u> <u>(3)</u>   |                  | <u>J</u> <u>(1)(2)(3)</u> | <u>1</u><br><u>(1)</u><br><u>(2)</u><br><u>(3)</u>                                              |            | <u>(1)(2)(3)</u>    | <u>(1)(2)(3)</u>   |                 |                                     | <u>(1)</u> <u>(2)</u> |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                             |       |
|---------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
|                                                                     | Director      | 10% Owner | Officer                     | Other |
| DEWBREY DIANE L<br>38 FOUNTAIN SQUARE PLAZA<br>CINCINNATI, OH 45263 |               |           | Senior<br>Vice<br>President |       |

## Signatures

Paul L. Reynolds, Attorney-in-Fact for Diane L.  
Dewbrey

02/08/2005

\*\*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).

On February 4, 2005 (the "Trade Date"), the reporting person, through a revocable trust (the "Trust") of which she is the grantor, entered into a prepaid variable forward contract ("PVF Agreement") with an unrelated third party (the "Buyer") relating to 21,800 shares of

(1) Common Stock. Under the PVF Agreement, the Trust has agreed to sell the shares in accordance with footnotes 2 and 3 below. The transaction will be settled in one tranche on February 7, 2008. The Trust will receive a prepayment from the Buyer in the amount of \$754,561.66 within 3 business days of the Trade Date. Such proceeds are to be used for tax planning and estate planning purposes.

On each settlement date, the Trust, unless it has elected cash settlement as described in the following sentence, will deliver a number of

(2) shares of Common Stock. In lieu of delivering shares, the Trust may elect cash settlement. The number of shares to be delivered is determined as outlined in footnote 3 below.

If the "Final Price" (a market-based price as determined under the terms of the PVF Agreement) is less or equal to the Floor Price, the Trust shall deliver 21,800 shares; if the Final Price is greater than the Floor Price but less than the Cap Price, the Trust shall deliver that number of shares equal to 21,800 multiplied by (x) the Floor Price, divided by (y) the Final Price, and if the Final Price is greater than or equal to the Cap Price, the Trust shall deliver that number of shares equal to 21,800 multiplied by (x) the sum of (i) the Floor Price (expressed as an amount) and (ii) the product of (a) one and (b) any amount by which the Final Price exceeds the Cap Price (expressed as an amount), divided by (y) the Final Price. This transaction has a Floor Price of \$40.358 and a Cap Price of \$59.35.

(3)

(4) A revocable Trust of which the reporting person is the grantor.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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