

FIFTH THIRD BANCORP  
Form 4  
October 20, 2005

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GRAF R MARK**

(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)  
**10/18/2005**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CFO and SVP

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Common Stock                    | 10/18/2005                           |  | X <sup>(1)</sup>               | 266 A <u>(1)</u>  | 1,047   | D  |                                   |

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

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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)**

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| 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Phantom Stock <u>(2)</u>                   | <u>(3)</u>   | 10/18/2005                           |  | X <u>(1)</u>                   | 266   | <u>(1)</u> <u>(1)</u>                                    | Common Stock  | 266 <u>(1)</u>                             |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |             |       |
|---|---------------|-----------|-------------|-------|
|   | Director      | 10% Owner | Officer     | Other |
| GRAF R MARK<br>38 FOUNTAIN SQUARE PLAZA<br>CINCINNATI, OH 45263 |               |           | CFO and SVP |       |

## Signatures

Paul L. Reynolds, as Attorney-in-Fact for R. Mark Graf      10/20/2005

\_\_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).

- As previously reported in a Current Report on Form 8-K filed with the SEC on September 30, 2005, Fifth Third Bancorp amended its Non Qualified Deferred Compensation Plan to, among other things, conform with new Internal Revenue Code Section 409A. As
- (1) permitted by those changes, the Reporting Person elected to receive a complete taxable payout of his balance in the Non Qualified Deferred Compensation Plan on October 18, 2005. This resulted in the disposition by the Reporting Person of phantom stock held under the plan and the acquisition of actual shares of common stock by the Reporting Person directly.
  - (2) Acquired pursuant to The Fifth Third Bancorp Non Qualified Deferred Compensation Plan.
  - (3) The units are to be settled in Fifth Third Bancorp common stock on a 1-for-1 basis.

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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