TRAYLOR THOMAS W

Form 4

October 28, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

January 31, Expires: 2005

OMB APPROVAL

3235-0287

0.5

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obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * TRAYLOR THOMAS W

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

FIFTH THIRD BANCORP [FITB]

(Check all applicable)

(Last)

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

X Director Officer (give title

10% Owner Other (specify

38 FOUNTAIN SQUARE PLAZA

(Street)

10/26/2005

6. Individual or Joint/Group Filing(Check

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

CINCINNATI, OH 45263

(City) (State) (Zip)

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

1.Title of 2. Transaction Date 2A. Deemed Security (Instr. 3)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Price 4 Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Derivative **Expiration Date Underlying Securities** Deriva Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) Securi (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (Instr.

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	erivative ecurity				(D)	osed of 3, 4,					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (1)	<u>(2)</u>	10/26/2005	X(1)			3,906	<u>(1)</u>	<u>(1)</u>	Common Stock	3,906	<u>(1</u>

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting owner runner runners	Director	10% Owner	Officer	Other			
TRAYLOR THOMAS W 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263	X						

Signatures

Paul L. Reynolds, Attorney-in-Fact for Thomas W.

Traylor

**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 October 7, 2005, Fifth Third Bancorp amended its Unfunded Deferred Compensation Plan for Non-Employee Directors to, among other things, conform with new Internal Revenue Code
- (1) Section 409A. As permitted by those changes, the Reporting Person elected to receive a complete taxable payout of his balance in the Unfunded Deferred Compensation Plan on October 26, 2005. This resulted in the disposition by the Reporting Person of phantom stock held under the plan in exchange for a cash payout.
- (2) The phantom stock units were acquired under the Fifth Third Bancorp directors deferred compensation plan and are to be settled 1-for-1 in terms of Fifth Third Bancorp common stock and paid in cash.

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.

Reporting Owners 2