Edgar Filing: FIFTH THIRD BANCORP - Form 4

FIFTH THI Form 4 March 07, 2	IRD BANCORP 2006								
FORM	ЛЛ						-	PPROVAL	
	UNITED	STATES S	ECURITIES Washingtor			COMMISSIO	N OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,							Estimated burden hou response	urs per	
obligati may co <i>See</i> Inst 1(b).	ntinue. Section 17(a) of the Pul		lding Co	npany Act	of 1935 or Secti			
(Print or Type	e Responses)								
1. Name and KABAT K	Address of Reporting EVIN T	Sy	2. Issuer Name ar /mbol IFTH THIRD			5. Relationship o Issuer	of Reporting Per eck all applicabl		
(1			3. Date of Earliest Transaction(Month/Day/Year)03/03/2006			Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President			
			If Amendment, Date Original led(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CINCINN	ATI, OH 45263						More than One R		
(City)	(State)	(Zip)	Table I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Da any	Code Year) (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, Amount	(A) or of (D) 4 and 5) (A) or	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 Indirect Beneficial Ownership (Instr. 4)	
Damindam D.	eport on a separate line	for each also				or indirectly.			
Kenniuer: Ke	port on a separate line	e for each class	or securities deno	•	•	spond to the colle	ection of	SEC 1474	

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3) Price of Derivative Security			(Month/Day/Year)		Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			((Ins	
				Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (1)	<u>(2)</u>	03/03/2006		А	36.73	7	(2)	(2)	Common Stock	36.737	\$

Reporting Owners

Reporting Owner Name / Address	Relationships							
1 0	Director	10% Owner	Officer	Other				
KABAT KEVIN T 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263			Executive Vice President					
Signatures								
Paul L. Reynolds, as Attorney-in-Fact for	r Kevin T.	03	/07/2006					

Kabat

**Signature of Reporting Person

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).

(1) Acquired pursuant to The Fifth Third Bancorp Non Qualified Deferred Compensation Plan.

(2) The units are to be settled in Fifth Third Bancorp common stock on a 1-for-1 basis after termination of employment.

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.

Date