FIFTH THIRD BANCORP
Form 3
June 26, 2007

# FORM 3

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

**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

OMB APPROVAL

| | |
|---|---|
| OMB Number: | 3235-0104 |
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Â Tuuk Mary E
(Last) (First) (Middle)

38 FOUNTAIN SQUARE PLAZA
(Street)

CINCINNATI,Â OHÂ 45263
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
06/19/2007

3. Issuer Name **and** Ticker or Trading Symbol
FIFTH THIRD BANCORP [FITB]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP & Chief Risk Officer

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

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 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 | 4,082 (1) | D | Â |
| Common Stock | 1,919.6897 | 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) |
|---|---|---|---|---|---|

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|---|---|---|---|---|---|---|---|
| Option to Purchase | 04/05/2001 (2) | 04/05/2011 | Common Stock | 3,000 | $ 50.8125 | D | Â |
| Option to Purchase | 04/22/2002 (2) | 04/22/2012 | Common Stock | 3,000 | $ 68.01 | D | Â |
| Option to Purchase | 03/28/2003 (3) | 03/28/2013 | Common Stock | 4,500 | $ 51.46 | D | Â |
| Stock Appreciation Right | 04/19/2008 | 04/19/2014 | Common Stock | 6,000 | $ 54.4 | D | Â |
| Stock Appreciation Right | 04/08/2005 (4) | 04/08/2015 | Common Stock | 7,875 | $ 42.9 | D | Â |
| Stock Appreciation Right | 04/07/2006 (4) | 04/07/2016 | Common Stock | 11,475 | $ 39.36 | D | Â |
| Stock Appreciation Right | 04/09/2007 (4) | 04/09/2017 | Common Stock | 9,000 | $ 38.27 | D | Â |
| Phantom Stock (5) | Â (6) | Â (6) | Common Stock | 80.7442 | $ (6) | D | Â |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Tuuk Mary E<br>38 FOUNTAIN SQUARE PLAZA<br>CINCINNATI,Â OHÂ 45263 | Â | Â | Â EVP & Chief Risk Officer | Â |

# Signatures

| | |
|---|---|
| Paul L. Reynolds, as Attorney-in-Fact for Mary E. Tuuk | 06/26/2007 |
| **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)** Restricted stock granted pursuant to Fifth Third Bancorp Incentive Compensation Plan subject to vesting as follows: 551 shares on 4/19/2008, 795 shares on 4/8/2009, 324 shares on 4/7/2009, 324 shares on 4/7/2010, 324 shares on 4/7/2011, 588 shares on 4/9/2010, 588 shares on 4/9/2011 and 588 shares on 4/9/2012.

**(2)** Indicates grant date. Options are exercisable as follows: 25% 6 months from grant date; 50% one year from grant; 75% two years from grant; and 100% three years from grant.

**(3)** Indicates grant date. Options are exercisable as follows: 25% one year from grant; 50% two years from grant; 75% three years from grant; and 100% four years from grant.

**(4)** Indicates grant date. SARs are exercisable as follows: 25% one year from grant; 50% two years from grant; 75% three years from grant; and 100% four years from grant.

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

**(6)** 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.
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