Edgar Filing: SULLIVAN ROBERT A - Form 4

SULLIVAN Form 4	N ROBERT A									
November (03, 2009									
FORM	ЛЛ						E COMMISSION		PPROVAL	
	N OMB Number:	3235-0287								
Check t if no lor subject Section Form 4 Form 5	nger to STATE 16. or	MENT O		SECUI	RITIES	Estimated burden hou	Expires:January 312009Estimated averageburden hours perresponse0.9			
obligation may con <i>See</i> Inst 1(b).	ons ntinue. Section 17	(a) of the	Public U	Itility Hol	lding Cor		of 1935 or Section	on		
(Print or Type	Responses)									
SULLIVAN ROBERT A Symbol				Issuer Hume und Hener of Huming			Issuer	ship of Reporting Person(s) to (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Cnec					ск ап аррпсаві	e)	
38 FOUNTAIN SQUARE PLAZA 10/30/2 (Street) 4. If Am			(Month/Day/Year) 10/30/2009			Director X Officer (giv below) SeniorEx		% Owner her (specify esident		
			Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
CINCINN	ATI, OH 45263						Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4)	(A) or of (D) 4 and 5) (A) or	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)	

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 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
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) Disposed of ((Instr. 3, 4, ar	D)				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units <u>(1)</u>	(2)	10/30/2009		А	1,557.537		(3)	(3)	Common Stock	1,557.53

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
SULLIVAN ROBERT A 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263			SeniorExecutive Vice President						
Signatures									
Paul I. Reynolds, as Attorney-in-Fac Sullivan	t for Rob	ert A.	11/03/2009						
<u>**</u> Signature of Reporting Per	son		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).
- The phantom stock units represent a portion of the reporting person's salary, net of withholdings and deductions, and were issued under(1) the Fifth Third Bancorp 2008 Incentive Compensation Plan. For more information, please see the Current Report on Form 8-K filed by Fifth Third Bancorp on September 25, 2009.
- (2) Each phantom stock unit is the economic equivalent of of one share of Fifth Third Bancorp common stock.
- (3) Phantom stock units will be settled in cash on the earlier to occur of June 15, 2011 or the reporting person's death.

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.