Edgar Filing: FIFTH THIRD BANCORP - Form 4

Form 4 December 29, 2009	OMB AI			
		PROVAL		
	OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Section 16. Section 16.	Expires: January 20 Estimated average burden hours per response			
Print or Type Responses)				
Lee Bruce K Symbol Issuer	5. Relationship of Reporting Person(s) to Issuer			
FIFTH THIRD BANCORP [FITB] (Check a	(Check all applicable)			
below)	Officer (give title Other (specify			
Filed(Month/Day/Year) Applicable Line)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CINCINNATI, OH 45263 — Form filed by Mor Person				
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, o	or Beneficial	ly Owned		
Security (Instr. 3)(Month/Day/Year)Execution Date, if anyTransactionAcquired (A) or CodeSecuritiesFor Beneficially(Instr. 3)anyCodeDisposed of (D)Beneficially(D) (Month/Day/Year)(Month/Day/Year)(Instr. 8)(Instr. 3, 4 and 5)Owned(I)	rm: Direct) or Indirect	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 information contained in this form ar		EC 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
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) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units <u>(1)</u>	<u>(2)</u>	12/24/2009	12/28/2009	А	1,245.886		(3)	(3)	Common Stock	1,245.880

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Lee Bruce K			Executive				
38 FOUNTAIN SQUARE PLAZA			Vice				
CINCINNATI, OH 45263	President						
Signatures							
Paul L. Reynolds, as Attorney-in-Fact for K. Lee	or Bruce	12/2	9/2009				

<u>**</u>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).

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.