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REYNOLD Form 4 July 27, 201									
FORM	ЛЛ								PPROVAL
	UNITED	STATES		RITIES A			GE COMMISSION	OMB Number:	3235-0287
Check t if no lor subject Section Form 4 Form 5 obligation	suant to S	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section					burden hou response	Estimated average burden hours per response 0.5	
may con <i>See</i> Inst 1(b).	iunue.			nvestmen	•	• •			
(Print or Type	Responses)								
	Address of Reporting DS PAUL L	Person [*]	Symbol	er Name an		-	5. Relationship of Issuer	f Reporting Per	rson(s) to
			FIFTH	THIRD I	BANCO	RP [FITI	3] (Chec	ck all applicabl	e)
(Last)	(First) (Middle)		of Earliest T	ransaction				
38 FOUNT	'AIN SQUARE P	LAZA	(Month/1 07/23/2	Day/Year) 2010			Director X_ Officer (give below) Executive Y		% Owner her (specify & CAO
	(Street)		4. If Am	endment, D	ate Origina	ıl	6. Individual or Jo	oint/Group Fili	ng(Check
Filed(N CINCINNATI, OH 45263			Filed(Mo				One Reporting Person Iore than One Reporting		
	111, 011 45205						Person		
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securitie	s Acquired, Disposed of	f, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D)	Securities H Beneficially (Owned (6. Ownership Form: Direct D) or Indirect I) Instr. 4)	
				Code V	Amount	(A) or (D) Pri	Transaction(s) (Instr. 3 and 4)		
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities bene	ficially ow	ned direct	ly or indirectly.		
					Perso	ons who	respond to the collect ontained in this form		SEC 1474 (9-02)

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 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>	07/23/2010	07/26/2010	А	1,337.218		(3)	(3)	Common Stock	1,337.218

Reporting Owners

Reporting Owner Name / Address	Relationships					
r g	Director	10% Owner	Officer	Other		
REYNOLDS PAUL L 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263			Executive VP, Secretary & CAO			

Signatures

Paul L.	
Reynolds	07/27/2010
<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 in two equal installments on June 15, 2012 and June 15, 2013 or on the earlier death of the reporting person.

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 displaysa currently valid OMB number. 4/10/200404/10/2013 Common Stock 1,1551,155 DNon-Qualified Stock Option (rightto buy) \$ 24.53304/11/200304/11/2012 Common Stock 1,1551,155 DNon-Qualified Stock Option (right tobuy) \$ 26.0104/14/200604/14/2015 Common Stock 1,1551,155 DNon-Qualified Stock Option (right to04/08/200504/08/2014 Common Stock 1,1551,155 DNon-Qualified Stock Option (right to04/08/200504/08/2014 Common Stock 1,20011/11/200605/11/2016 Common Stock 1,200

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
DIMIT WILFORD D 138 PUTNAM STREET	Х						

P.O. BOX 738 MARIETTA, OH 45750

Signatures

By: Carol A. Schneeberger For: Wilford D. Dimit

10/01/2007

**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).
- (1) Shares are only payable subsequent to termination of service pursuant to the terms and conditions of the Peoples Bancorp Inc. Deferred Compensation Plan for Directors of Peoples Bancorp Inc. and Subsidiaries.

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