Edgar Filing: FIFTH THIRD BANCORP - Form 4

FIFTH THIRD BANCORP

Form 4 April 23, 2012

FORM 4

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

OMB APPROVAL OMB

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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** KABAT KEVIN T			Issuer Name and Ticker or Trading abol TH THIRD BANCORP [FITB]	5. Relationship of Reporting Person(s) to Issuer								
(Last)	(First) (1	Middle) 3. D	ate of Earliest Transaction	(Check all applicable)								
38 FOUNTAIN SQUARE PLAZA			onth/Day/Year) 19/2012	X Director 10% Owner X Officer (give title Other (specify below) President & CEO								
	(Street)		Amendment, Date Original d(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								
CINCINNA	ATI, OH 45263											
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Y	Code (Instr. 3, 4 and 5) ear) (Instr. 8) (A) or	5. Amount of Securities Ownership Indirect Beneficially Form: Direct Beneficia Owned (D) or Ownersh Following Indirect (I) (Instr. 4) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)								
Common Stock	04/19/2012		Code V Amount (D) Price $F_{\frac{(1)}{2}}$ 11,918 D $\frac{\$}{13.72}$	696 130 D								
Common Stock				57,127.6028 I by 401(k)								

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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		4.	5.	6. Date Exerc		7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date Expiration Exercisable Date	Expiration	Title	or Number		
							Title				
				C 1 W	(A) (D)			of			
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

10% Owner Officer Other Director

KABAT KEVIN T 38 FOUNTAIN SQUARE PLAZA

President & CEO X

CINCINNATI, OH 45263

Signatures

Paul. L. Reynolds, as Attorney-in-Fact for Kevin T. 04/23/2012 Kabat

> **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 withheld for taxes upon the vesting of restricted stock granted to the reporting person on April 19, 2011.

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.

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