FIFTH THIRD BANCORP

Form 4 April 19, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2. Issuer Name and Ticker or Trading

OMB Number:

3235-0287

OMB APPROVAL

Expires:

5. Relationship of Reporting Person(s) to

D

Ι

75,954

1,086

17.67

Issuer

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

Common

Common

Stock

Stock

04/15/2016

(Print or Type Responses)

TUZUN TAYFUN

1. Name and Address of Reporting Person *

FIFTH THIRD BA					ANCORP [FITB]			(Check all applicable)			
(Last)	(First) (Middle) 3. I	Date of Earliest Tr	ansaction			(ene	on an approver	,		
38 FOUNTAIN SQUARE PLAZA, 10 AT76			(Month/Day/Year) 04/15/2016				Director 10% Owner _X_ Officer (give title Other (specify below) EVP and CFO				
	(Street)	4. I	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
CINCINNA	ATI, OH 45263	File	ed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own									ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Code	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	5. Amount of 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)		
Common Stock	04/15/2016		F(1)	1,828	D	\$ 17.67	77,351	D			
Common Stock	04/15/2016		F(2)	680	D	\$ 17.67	76,671	D			

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

 $F^{(3)}$

717

by 401(k)

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SEC 1474 (9-02)

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.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amount of	Derivative	D	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Se
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	В
	Derivative				Securities			(Instr	. 3 and 4)		O
	Security				Acquired						Fo
	•				(A) or						R
					Disposed						Tı
					of (D)						(I
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date Expiration Exercisable Date	Expiration	m: 1	or		
							Title Number				
				G 1 17	(A) (B)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

TUZUN TAYFUN 38 FOUNTAIN SQUARE PLAZA 10 AT76 CINCINNATI, OH 45263

EVP and CFO

H. Samuel Lind, as Attorney-in-Fact for Tayfun

04/19/2016

**Signature of Reporting Person

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 15, 2014.
- (2) Shares withheld for taxes upon the vesting of restriced stock granted to the reporting person on April 16, 2013.
- (3) Shares withheld for taxes upon the vesting of restricted stock granted to the reporting person on April 17, 2012.

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.

Reporting Owners 2

9. Nu Deriv Secu Bene Own

Follo

Repo Trans Insti

Signatures

Tuzun

Date