

FIFTH THIRD BANCORP  
Form 5  
October 28, 2016

**FORM 5**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person \*  
**WILLIAMS MARSHA C**

(Last) (First) (Middle)

**38 FOUNTAIN SQUARE  
PLAZA, OH MD 10AT76**

(Street)

**CINCINNATI, OH 45263**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**FIFTH THIRD BANCORP [FITB]**

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2015**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**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, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security					or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	(A)	(D)	(A)	(D)	(A)	(D)				
Phantom Stock	∧	06/30/2010 <sup>(2)</sup>	∧	A	11,437	∧	∧ <sup>(1)</sup>	∧ <sup>(1)</sup>	Common Stock	11,437

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS MARSHA C 38 FOUNTAIN SQUARE PLAZA MD 10AT76 CINCINNATI, OH 45263	∧ X	∧	∧	∧

## Signatures

H. Samuel Lind, Attorney-in-Fact for Marsha C. Williams 10/28/2016

\*\*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 were acquired under the Fifth Third Bancorp Unfunded Deferred Compensation Plan for Non-Employee
- (1) Directors and are to be settled 1-for-1 in terms of Fifth Third Bancorp common stock and paid in cash after the reporting person's retirement.
  - (2) Reflects four previously unreported deferrals made between June 30, 2010 and December 31, 2011.
  - (3) All phantom stock units were acquired at the then current per share market value of Fifth Third Bancorp common stock as of the date the units were credited to the director's account under the plan.
  - (4) Includes dividend reinvestments exempt under Rule 16a-11.
  - (5) Reflects number of phantom stock units owned at December 31, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.