

FIFTH THIRD BANCORP

Form 5

October 28, 2016

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
Bridgeman Ulysses L Jr

(Last) (First) (Middle)

38 FOUNTAIN SQUARE PLAZA

(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 Amount (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 Beneficial Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of
securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information
contained in this form are not required to respond unless
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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 Derivative	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) or Disposed of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Security					(D) (Instr. 3, 4, and 5)			Expiration Date	Title	Amount or Number of Shares
					(A)	(D)	Date Exercisable			
Phantom Stock	Â	12/31/2007 ⁽²⁾	Â	A	26,444 ⁽²⁾ ⁽⁴⁾	Â	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	26,444

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bridgeman Ulysses L Jr 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263	Â X	Â	Â	Â

Signatures

H. Samuel Lind, Attorney-in-Fact for Ulysses L.
Bridgeman, Jr.

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 19 previously unreported deferrals made between December 31, 2007 and March 30, 2015 excluding 2,436 phantom units acquired in 2014 and previously reported.
- (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) Includes previously reported phantom stock units.
- (6) 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.