FIFTH THIRD BANCORP

Form 4 June 19, 2012

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
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response...

5 Relationship of Reporting Person(s) to

Form 4 or Form 5 obligations may continue. See Instruction

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

2 Jasuar Nama and Tiakar or Trading

1(b).

Stock

Stock

Common

(Print or Type Responses)

1. Name and Address of Reporting Person *

Alonso Stev	2. Issuer Name and Ticker or Trading Symbol FIFTH THIRD BANCORP [FITB]					Issuer (Check all applicable)						
(Last) (First) (Middle) 38 FOUNTAIN SQUARE PLAZA			3. Date of Earliest Transaction (Month/Day/Year) 06/15/2012					Director 10% Owner X Officer (give title Other (specify below)				
				I. If Amendment, Date Original Filed(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				
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	e Securities Acquired, Disposed of, or Beneficially Owned						
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose	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)			
Common Stock	06/15/2012			M	4,890	A	<u>(1)</u>	64,473	D			
Common Stock	06/15/2012			D	4,890	D	\$ 13.18	59,583	D			
Common								3,764.216	I	by 401(k)		

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

Joint with

Spouse

5,500

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number op for Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	(1)	06/15/2012		M	4,890	06/15/2012	06/15/2012	Common Stock	4,890

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Alonso Steven Executive 38 FOUNTAIN SQUARE PLAZA Vice CINCINNATI, OH 45263 President

Signatures

Paul L. Reynolds, as Attorney-in-Fact for Steven
Alonso
06/19/2012

**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) Each phantom stock unit is the economic equivalent of one share of Fifth Third Bancorp common stock. The reporting person settled his phantom stock units for cash.

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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