

FIFTH THIRD BANCORP  
Form 3  
March 30, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Zink Terry E                              |         | (Month/Day/Year)                     | FIFTH THIRD BANCORP [FITB]   |  |
| (Last)                                    | (First) | (Middle)                             | 03/20/2007   |  |
| 38 FOUNTAIN SQUARE PLAZA                  |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| CINCINNATI, OH 45263                      |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | Executive Vice President   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock <sup>(1)</sup>     | 11,314  | D  | ^   |
| Common Stock                    | 622.9341  | I  | by 401(k) Plan  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

Edgar Filing: FIFTH THIRD BANCORP - Form 3

|                              | Date Exercisable          | Expiration Date  | Title        | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |   |
|------------------------------|---------------------------|------------------|--------------|----------------------------|---------------------|---|---|
| Stock Appreciation Rights    | 04/08/2005 <sup>(2)</sup> | 04/08/2015       | Common Stock | 23,077                     | \$ 42.9             | D   | Â |
| Stock Appreciation Rights    | 01/23/2010                | 01/23/2016       | Common Stock | 25,000                     | \$ 37.58            | D   | Â |
| Stock Appreciation Rights    | 04/07/2006 <sup>(2)</sup> | 04/07/2016       | Common Stock | 53,325                     | \$ 39.36            | D   | Â |
| Phantom Stock <sup>(3)</sup> | Â <sup>(4)</sup>          | Â <sup>(4)</sup> | Common Stock | 550.7216                   | \$ <sup>(4)</sup>   | D   | Â |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| Zink Terry E<br>38 FOUNTAIN SQUARE PLAZA<br>CINCINNATI, OH 45263 | Â             | Â         | Â Executive Vice President | Â     |

## Signatures

Paul L. Reynolds, as Attorney-in-Fact for Terry E. Zink 03/30/2007

    Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Restricted stock granted pursuant to Fifth Third Bancorp Incentive Compensation Plan with 4,662 shares subject to vesting on April 8, 2009 and 6,652 shares subject to vesting on January 23, 2010.
- (2) Indicates grant date. Options are exercisable as follows: 25% one year from grant; 50% two years from grant; 75% three years from grant; and 100% four years from grant.
- (3) Acquired pursuant to The Fifth Third Bancorp Non Qualified Deferred Compensation Plan.
- (4) The units are to be settled in Fifth Third Bancorp common stock on a 1-for-1 basis after termination of employment.

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.