

FIFTH THIRD BANCORP
Form 3
March 26, 2010

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

OMB APPROVAL

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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 and Ticker or Trading Symbol	
H Hubbard James R.		(Month/Day/Year)	FIFTH THIRD BANCORP [FITB]	
(Last)	(First)	(Middle)	03/16/2010	
38 FOUNTAIN SQUARE PLAZA, MD 10AT76			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
			SVP and Chief Legal Officer	

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	13,399.696	D	H
Common Stock	4,036.5103	I	by 401(k)
Common Stock	100	I	by Child

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	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial
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	Date Exercisable	Expiration Date	Derivative Security (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
Stock Option	04/05/2001 ⁽¹⁾	04/05/2011	Common Stock	4,000	\$ 50.8125	D	Â
Stock Option	04/22/2002 ⁽²⁾	04/22/2012	Common Stock	7,000	\$ 68.01	D	Â
Stock Option	03/28/2003 ⁽³⁾	03/28/2013	Common Stock	8,000	\$ 51.46	D	Â
Stock Appreciation Right	04/19/2008	04/19/2014	Common Stock	7,275	\$ 54.4	D	Â
Stock Appreciation Right	04/08/2005 ⁽⁴⁾	04/08/2015	Common Stock	9,808	\$ 42.9	D	Â
Stock Appreciation Right	04/07/2006 ⁽⁴⁾	04/07/2016	Common Stock	10,500	\$ 39.36	D	Â
Stock Appreciation Right	04/09/2007 ⁽⁴⁾	04/09/2017	Common Stock	9,000	\$ 38.27	D	Â
Stock Appreciation Right	04/15/2008 ⁽⁴⁾	04/15/2018	Common Stock	10,385	\$ 19.26	D	Â
Stock Appreciation Right	04/21/2009 ⁽⁴⁾	04/21/2019	Common Stock	13,000	\$ 3.96	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hubbard James R. 38 FOUNTAIN SQUARE PLAZA MD 10AT76 CINCINNATI, OH 45263	Â	Â	Â SVP and Chief Legal Officer	Â

Signatures

James R. Hubbard 03/26/2010

**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) Indicates grant date. Options are exercisable as follows: 25% on grant date; 50% one year from grant; 75% two years from grant; and 100% three years from grant.

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- (2) Indicates grant date. Options are exercisable as follows: 25% on 6 months from grant date; 50% one year from grant; 75% two years from grant; and 100% three years from grant.
- (3) 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.
- (4) Indicates grant date. Stock appreciation rights are exercisable as follows: 25% one year from grant date, 50% two years from grant date, 75% three years from grant date, and 100% four years from grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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