

FIFTH THIRD BANCORP
Form 3
March 29, 2012

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)

| | | | | | |
|--|---|--|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Alonso Steven</p> <p>(Last) (First) (Middle)</p> <p>38 FOUNTAIN SQUARE PLAZA</p> <p>(Street)</p> <p>CINCINNATI, OH 45263</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/20/2012</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>FIFTH THIRD BANCORP [FITB]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Executive Vice President</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|--|---|---|

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 | 48,733 ⁽¹⁾ | D | ∆ |
| Common Stock | 5,500 | I | Owned jointly with spouse |
| Common Stock | 3,742.6548 | I | by 401(k) |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security | 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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| (Instr. 4) | 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) |
|---|---------------------------|--------------------------|---|----------------------------|--|--|----------------------|
| Phantom Stock Units ⁽²⁾ \hat{A} ⁽³⁾ | | \hat{A} ⁽³⁾ | Common Stock | 9,800.85 | \$ ⁽⁴⁾ | D | \hat{A} |
| Stock Appreciation Right | 04/21/2009 ⁽⁵⁾ | 04/21/2019 | Common Stock | 27,002 | \$ 3.96 | D | \hat{A} |
| Stock Appreciation Right | 12/18/2009 ⁽⁶⁾ | 12/18/2019 | Common Stock | 58,504 | \$ 9.82 | D | \hat{A} |
| Stock Appreciation Right | 04/19/2011 ⁽⁷⁾ | 04/19/2021 | Common Stock | 61,905 | \$ 13.36 | D | \hat{A} |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------------|-----------|
| | Director | 10% Owner | Officer | Other |
| Alonso Steven 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263 | \hat{A} | \hat{A} | \hat{A} Executive Vice President | \hat{A} |

Signatures

Paul L. Reynolds, as Attorney-in-Fact for Steven Alonso 03/29/2012

^{**}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) Includes 44,933 shares of restricted stock granted to the reporting person.
- (2) The phantom stock units represent a portion of the reporting person's salary, net of withholdings and deductions, and were issued under the Fifth Third Bancorp Incentive Compensation Plan. For more information, please see the Current Report on Form 8-K filed by Fifth Third Bancorp on September 25, 2009.
- (3) Phantom stock units will be settled in cash in two equal installments on June 15, 2012 and June 15, 2013 or on the earlier death of the reporting person.
- (4) Each phantom stock unit is the economic equivalent of one share of Fifth Third Bancorp common stock.
- (5) Indicates grant date. Stock appreciation rights are exercisable as follows: 25% two years from grant date, 50% on December 31, 2011, 75% three years from grant date, and 100% four years from grant date.
- (6) Indicates grant date. Stock appreciation rights are exercisable as follows: 100% four years from grant date.
- (7) Indicates grant date. Stock appreciation rights are exercisable as follows: 25% one year from grant date, 50% two year 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. 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.