Edgar Filing: FIFTH THIRD BANCORP - Form 4

	IRD BANCORP									
Form 4 August 10,	2010									
	ЛЛ							-	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287	
Check t if no lor subject Section Form 4 Form 5			SECUI	RITIES		WNERSHIP O	Estimated burden hou response	Expires: January 31 2009 Estimated average burden hours per response 0.5		
obligati may con <i>See</i> Inst 1(b).	ntinue. Section 17	(a) of the H	Public U	tility Hol	ding Cor		nge Act of 1934 of 1935 or Sect 940			
(Print or Type	e Responses)									
1. Name and Address of Reporting Person <u>*</u> Kosch Gregory			2. Issuer Name and Ticker or Trading Symbol FIFTH THIRD BANCORP [FITB]			5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			(Check all applicable)				
38 FOUNTAIN SQUARE PLAZA, MD 10AT76			(Month/Day/Year) 08/06/2010			Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President				
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					1	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person				
CINCINN	ATI, OH 45002						Form filed by Person	y More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Data (Month/Day/Year)	Execution any	Date, if	Code (Instr. 8)		(A) or of (D) 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D) Price	,, .,			
Reminder: Re	eport on a separate lir	ne for each cla	ass of sect	urities bene	Perso inform requir	ns who res nation cont ed to resp	or indirectly. spond to the collection tained in this form ond unless the form onty valid OMB co	m are not orm	SEC 1474 (9-02)	

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number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (Disposed o (Instr. 3, 4, 5)	f (D)				(
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units <u>(1)</u>	<u>(2)</u>	08/06/2010	08/09/2010	А	784.486		(3)	(3)	Common Stock	784.486

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Kosch Gregory 38 FOUNTAIN SQUARE PLAZA MD 10AT76 CINCINNATI, OH 45002			Executive Vice President				
Signaturaa							

Signatures

Paul L. Reynolds, as Attorney-in-Fact for Gregory Kosch

**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 represent a portion of the reporting person's salary, net of withholdings and deductions, and were issued under
 (1) the Fifth Third Bancorp 2008 Incentive Compensation Plan. For more information, please see the Current Report on Form 8-K filed by Fifth Third Bancorp on September 25, 2009.

08/10/2010

(2) Each phantom stock unit is the economic equivalent of of one share of Fifth Third Bancorp common stock.

(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.

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.