

FIFTH THIRD BANCORP
Form 3
September 25, 2009

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Kosch Gregory</p> <p>(Last) (First) (Middle)</p> <p>38 FOUNTAIN SQUARE PLAZA,Â MD 10AT76</p> <p>(Street)</p> <p>CINCINNATI,Â OHÂ 45263</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/15/2009</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>
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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	30,053 ⁽¹⁾	D	Â
Common Stock	2,000	I	by Daughter

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)
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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).

- Includes 1,143 shares of restricted stock granted pursuant to Fifth Third Bancorp Incentive Compensation Plan subject to vesting in three equal annual installments upon the achievement of performance measures and 16, 250 shares of restricted stock granted pursuant to Fifth Third Bancorp Incentive Compensation Plan subject to vesting in three equal annual installments beginning on the first anniversary of the grant date.
- (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.
 - (2) Indicates grant date. Options are exercisable as follows: 25% 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.

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.