

FIFTH THIRD BANCORP
Form 4/A
July 03, 2013

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
ISAAC WILLIAM M

(Last) (First) (Middle)

38 FOUNTAIN SQUARE
PLAZA, MD 10AT76

(Street)

CINCINNATI, OH 45263

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

FIFTH THIRD BANCORP [FITBP]

3. Date of Earliest Transaction
(Month/Day/Year)

02/13/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

02/14/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
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Common Stock exceeds 130% of the applicable conversion price for 20 trading days within any period of 30 consecutive trading days.

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. IGN="justify">The Nominating Committee has responsibility for reviewing and reporting to the Board of Directors on matters of Board nominations. This includes reviewing potential candidates and proposing nominees to the Board of Directors. The Nominating Committee operates under a written charter, a copy of which is posted on the Company's website at www.publix.com/stock. During 2010, the Nominating Committee held one meeting and consisted of Hoyt R. Barnett, Chairman, Charles H. Jenkins, Jr., Howard M. Jenkins and E. Vane McClurg. All Nominating Committee members attended the meeting. A majority of the Nominating Committee members were not independent as defined by the rules of the New York Stock Exchange. In the opinion of the Board of Directors, each Nominating Committee member has the ability to make objective decisions independent of management.

The Company has no formal policy regarding the consideration of any director candidates recommended by stockholders. However, the Nominating Committee considers recommendations for director candidates from several sources, including stockholders. In general, candidates must meet minimum qualifications for directors as set forth in the Company's Corporate Governance Guidelines. The candidates also must have any additional qualifications identified by the Nominating Committee as may be currently required to maintain the appropriate balance of knowledge, experience and expertise on the Board of Directors. Candidate recommendations, together with appropriate biographical information, should be sent to the Chairman of the Nominating Committee, c/o Secretary, Publix Super Markets, Inc., P.O. Box 407, Lakeland, Florida 33802-0407.

The Nominating Committee has no formal policy regarding the consideration of diversity for its director candidates. In evaluating candidates for the Board of Directors, the Nominating Committee seeks to maintain a balance of diverse business experience, education, skills and other individual qualities and attributes in order to maximize the effectiveness of the Board of Directors. The Nominating Committee also considers the specific skills necessary for candidates to effectively participate on certain Board committees. The candidates should possess the highest personal and professional ethics, integrity and values and be committed to representing the long-term interests of the stockholders. In addition, selection criteria may include, but not necessarily be limited to, the following:

- no conflict of interest
- willingness to devote adequate time and effort to Board responsibilities
- ability to work with current Board of Directors
- ability to assess corporate strategy
- willingness to provide management oversight
- broad business experience, judgment and leadership
- significant years of management experience in a senior policy-making position
- knowledge of the supermarket business or other retail business and
- knowledge of business trends including, but not limited to, relevant regulatory affairs.

COMMUNICATION WITH DIRECTORS

Any stockholder or other party interested in communicating with the Board of Directors, either as a group or with an individual member of the Board of Directors, may do so by writing c/o Secretary, Publix Super Markets, Inc., P.O. Box 407, Lakeland, Florida 33802-0407. All communications to the Board of Directors or a specified individual director will be provided to the Board of Directors or the specified individual director at the next Board meeting following receipt of the communication. However, if the Secretary determines the nature of the communication requires the immediate attention of the Board of Directors or the specified individual director, the communication will be provided as soon as reasonably possible.

BENEFICIAL OWNERSHIP OF SECURITIES

The following table sets forth certain information about the shares of the Company's common stock beneficially owned as of the close of business on February 4, 2011 by each of the Company's nominees for director, each executive officer named in the Summary Compensation Table and all directors and executive officers as a group. Additionally, the table includes the persons (including any group deemed a person under Rule 13d-3 of the Securities Exchange Act of 1934) known by the Company to be a beneficial owner of more than 5% of the Company's outstanding common stock.

Name of beneficial owner	Number of shares of common stock		% of class
	beneficially owned as of February 4, 2011 (1)		
Carol Jenkins Barnett	43,867,126	(2)	5.63
Hoyt R. Barnett	7,928,328	(3)	1.02
William E. Crenshaw	9,229,617	(4)	1.18
Jane B. Finley	7,000	(5)	*
Sherrill W. Hudson	15,000	(6)	*
Charles H. Jenkins, Jr.	8,112,440	(7)	1.04
Howard M. Jenkins	23,117,871	(8)	2.97
E. Vane McClurg	5,133,838	(9)	*
Maria A. Sastre	6,761	(10)	*
John A. Attaway, Jr.	47,558	(11)	*
Laurie Z. Douglas	73,678	(12)	*
Randall T. Jones, Sr.	54,773	(13)	*
David P. Phillips	276,161	(14)	*
Employee Stock Ownership Plan (ESOP)	245,144,510	(15)	31.45
401(k) Plan	59,613,756	(16)	7.65
All directors and executive officers as a group (35)	98,430,500	(17)	12.63

* Shares represent less than 1% of common stock.

- (1) Beneficial ownership means the sole or shared voting or investment power with respect to the Company's common stock. In accordance with the beneficial ownership regulations, the same shares of common stock may be included as beneficially owned by more than one individual or entity. The address for all beneficial owners is 3300 Publix Corporate Parkway, Lakeland, Florida 33811 with a mailing address of P.O. Box 407, Lakeland, Florida 33802-0407.
- (2) Ms. Barnett has sole voting and investment power over 39,411,143 shares of common stock which are held directly, sole voting and investment power over 7,555 shares of common stock which are held indirectly and shared voting and investment power over 4,448,428 shares of common stock which are held indirectly. Total shares beneficially owned include 4,448,428 shares of common stock also shown as beneficially owned by her husband, Mr. Barnett, but exclude all other shares beneficially owned by Mr. Barnett, as to which Ms. Barnett disclaims beneficial ownership.
- (3) Mr. Barnett has sole voting and investment power over 553,362 shares of common stock which are held directly, sole voting and investment power over 2,926,538 shares of common stock which are held indirectly and shared voting and investment power over

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- 4,448,428 shares of common stock which are held indirectly. Total shares beneficially owned include 4,448,428 shares of common stock also shown as beneficially owned by his wife, Ms. Barnett, but exclude all other shares beneficially owned by Ms. Barnett, as to which Mr. Barnett disclaims beneficial ownership. Total shares beneficially owned by Mr. Barnett exclude 244,892,781 shares of common stock also shown as beneficially owned by the Company's ESOP. Mr. Barnett is Trustee of the ESOP. He exercises sole voting power over 2,974,945 shares of common stock owned by the ESOP. For ESOP shares allocated to participants' accounts, Mr. Barnett will vote the shares as instructed by participants; however, he will vote the shares at his discretion if no instruction is received from participants.
- (4) Mr. Crenshaw has sole voting and investment power over 1,944,233 shares of common stock which are held directly, sole voting and investment power over 7,013,181 shares of common stock which are held indirectly, sole voting and shared investment power over 169,559 shares of common stock which are held indirectly and shared voting and investment power over 102,644 shares of common stock which are held indirectly. Mr. Crenshaw has pledged as collateral 744,000 shares of common stock.

BENEFICIAL OWNERSHIP OF SECURITIES (Continued)

- (5) Ms. Finley has sole voting and investment power over 7,000 shares of common stock which are held directly.
- (6) Mr. Hudson has sole voting and investment power over 2,500 shares of common stock which are held directly and shared voting and investment power over 12,500 shares of common stock which are held directly.
- (7) Mr. C. Jenkins, Jr. has sole voting and investment power over 5,485,505 shares of common stock which are held directly, shared voting and investment power over 2,980 shares of common stock which are held directly and shared voting and investment power over 2,623,955 shares of common stock which are held indirectly.
- (8) Mr. H. Jenkins has sole voting and investment power over 2,953,945 shares of common stock which are held directly, sole voting and investment power over 3,050 shares of common stock which are held indirectly, sole voting and shared investment power over 190,796 shares of common stock which are held indirectly and shared voting and investment power over 19,970,080 shares of common stock which are held indirectly. Total shares beneficially owned by Mr. H. Jenkins exclude 8,071,870 shares of common stock to which Mr. H. Jenkins disclaims beneficial ownership. Mr. H. Jenkins has pledged as collateral 1,200,000 shares of common stock.
- (9) Mr. McClurg has sole voting and investment power over 3,296,585 shares of common stock which are held directly, sole voting and investment power over 1,385,195 shares of common stock which are held indirectly and shared voting and investment power over 452,058 shares of common stock which are held indirectly. Total shares beneficially owned by Mr. McClurg exclude 100,452 shares of common stock to which Mr. McClurg disclaims beneficial ownership.
- (10) Ms. Sastre has sole voting and investment power over 4,200 shares of common stock which are held directly and shared voting and investment power over 2,561 shares of common stock which are held directly.
- (11) Mr. Attaway, Jr. has sole voting and shared investment power over 19,093 shares of common stock which are held indirectly and shared voting and investment power over 28,465 shares of common stock which are held directly.
- (12) Ms. Douglas has sole voting and investment power over 10,500 shares of common stock which are held directly, sole voting and shared investment power over 3,398 shares of common stock which are held indirectly and shared voting and investment power over 59,780 shares of common stock which are held indirectly.
- (13) Mr. Jones, Sr. has sole voting and investment power over 1,635 shares of common stock which are held directly, sole voting and shared investment power over 50,408 shares of common stock which are held indirectly and shared voting and investment power over 2,730 shares of common stock which are held directly.
- (14) Mr. Phillips has sole voting and investment power over 128,100 shares of common stock which are held directly, sole voting and investment power over 32,025 shares of common stock which are held indirectly, sole voting and shared investment power over 61,961 shares of common stock which are held indirectly and shared voting and investment power over 54,075 shares of common stock which are held directly.
- (15) Mr. Barnett is Trustee of the ESOP which is the record owner of 245,144,510 shares of common stock. He exercises sole voting power over 2,974,945 shares of common stock owned by the ESOP. For ESOP shares allocated to participants' accounts, Mr. Barnett will vote the shares as instructed by participants; however, he will vote the shares at his discretion if no instruction is received from participants.
- (16) Tina P. Johnson is Trustee of the Company's common stock held in the 401(k) Plan, which is the record owner of 59,613,756 shares of common stock over which she has sole voting and shared investment power.
- (17) As a group, the directors and executive officers have sole voting and investment power over 54,062,496 shares of common stock which are held directly, sole voting and investment power over 13,917,654 shares of common stock which are held indirectly, sole voting and shared investment power over 1,879,347 shares of common stock which are held indirectly, shared voting and investment power over 651,559 shares of common stock which are held directly and shared voting and investment power over 27,919,444 shares of common stock which are held indirectly. As a group, the directors and executive officers have pledged as collateral 2,002,800 shares of common stock.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Under Section 16 of the Securities Exchange Act of 1934, certain officers, directors and stockholders of the Company are required to file reports of stock ownership and changes therein with the Securities and Exchange Commission. The Company believes that its officers, directors and stockholders complied with the Section 16 filing requirements.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

There were no interlocks of the executive officers or directors of the Company serving on the compensation or equivalent committee or board of directors of another entity which has any executive officer or director serving on the Compensation Committee or Board of Directors of the Company.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The Board of Directors has adopted a written Related Party Transactions Policy that delegates to the Corporate Governance Committee the authority to approve or disapprove of the entry into Related Party Transactions. The Corporate Governance Committee is responsible for reviewing the material facts of all Related Party Transactions and either approving or disapproving the entry into a Related Party Transaction. In determining whether to approve or disapprove a Related Party Transaction, the Corporate Governance Committee takes into account, among other factors it deems appropriate, whether the Related Party Transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances as well as the extent of the Related Party's interest in the transaction. No director participates in any discussion or approval of a Related Party Transaction for which he or she is a Related Party. The Company defines a Related Party Transaction in its Related Party Transactions Policy as follows:

A Related Party Transaction is any transaction, arrangement or relationship or series of similar transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness) in which (1) the aggregate amount involved will or may be expected to exceed \$120,000 in any calendar year, (2) the Company is a participant, and (3) any Related Party (as defined below) has or will have a direct or indirect interest (other than solely as a result of being a director or a less than 10% beneficial owner of another entity).

A Related Party is any (1) person who is or was (since the beginning of the last fiscal year for which the Company has filed a Form 10-K and proxy statement, even if they do not presently serve in that role) an Officer, Director or Nominee for election as a Director, (2) greater than 5% beneficial owner of the Company's common stock, (3) immediate family member of any of the foregoing, or (4) firm, corporation or other entity in which any of the foregoing persons is employed or is a general partner or principal or in a similar position or in which such person has a 5% or greater beneficial ownership interest. Immediate family member includes a person's spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, and brothers- and sisters-in-law and anyone residing in such person's home (other than a tenant or employee).

During 2010, the Company purchased approximately \$2,076,000 of food products from Alma Food Imports, Inc., a company owned by Julia Jenkins Fancelli, sister of Howard M. Jenkins and Carol Jenkins Barnett, aunt of William E. Crenshaw, cousin of Charles H. Jenkins, Jr. and sister-in-law of Hoyt R. Barnett. The Corporate Governance Committee determined that the terms of the foregoing transactions are no less favorable than terms that could have been obtained from unaffiliated parties.

EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

The Compensation Discussion and Analysis includes the following: (1) an overview of the Compensation Committee of the Board of Directors, (2) the compensation philosophy of the Company and (3) the components of executive compensation.

Overview of the Compensation Committee

The Compensation Committee's primary responsibilities include evaluating the Company's philosophy regarding executive compensation and evaluating and determining the compensation of the named executive officers. These responsibilities may not be delegated other than to the Board of Directors. The Compensation Committee has the authority under its charter to engage the services of outside advisors, experts and others to assist it. During 2010, the Compensation Committee did not engage any such advisors. All of the members of the Compensation Committee of the Board of Directors are independent as defined by the rules of the New York Stock Exchange.

The Chief Executive Officer and certain other members of management are invited to attend all or a portion of a Compensation Committee meeting depending on the nature of the agenda items, but the members of management do not vote on items before the Compensation Committee. However, the Compensation Committee solicits the views of the Chief Executive Officer on compensation matters, including as they relate to the compensation of other named executive officers reporting to the Chief Executive Officer. The Compensation Committee works with members of management to determine the agenda for each meeting, and management prepares the applicable meeting materials.

EXECUTIVE COMPENSATION (Continued)

Compensation Philosophy

The Company includes in its employee handbook the following compensation philosophy for all employees (referred to as "associates" below):

As a food retailer in a highly competitive market, Publix recognizes that our associates are our primary asset and contribute to our competitive advantage. To achieve our mission, Publix must continue to attract, retain, motivate and reward highly qualified associates. To fulfill this responsibility we strive to:

offer pay and benefits that contribute to our associates' financial security now and at retirement
offer wages that are competitive within our local markets
provide benefits that meet the diverse needs of our associates
reward associates for premier performance
provide opportunity for future rewards as a result of promotion from within
educate our associates on pay and benefits and
ensure equal opportunity in all aspects of pay and benefits.

The Company's compensation objective for its named executive officers is the same as for all employees indicated above: to attract, retain, motivate and reward highly qualified individuals.

In addition, the Compensation Committee considers additional factors when determining the compensation of the named executive officers. These factors include (1) the overall level of responsibility and the relationship to compensation levels of the Company's management, (2) the compensation levels of executive officers of companies in the Company's Peer Group Index, taking into account the size and financial performance of the Company, (3) anticipated competitive operating conditions and (4) overall economic conditions.

The Compensation Committee uses publicly available compensation data to review the compensation levels of named executive officers of companies in the Company's Peer Group Index. The review includes base pay and bonus pay components, focusing on cash compensation since the Company does not have any non-cash compensation such as stock options. The Compensation Committee also compares the financial results of these companies to the Company's results. Although the Company's financial results are generally superior to the companies in its Peer Group Index, the total compensation of the Company's named executive officers is generally significantly less than the total compensation of the named executive officers in its Peer Group Index. Therefore, the Compensation Committee believes the compensation for its named executive officers reflects its position that compensation should be set at responsible levels for all employees including the named executive officers and be consistent with the Company's constant focus on controlling costs in its low margin business.

Components of Executive Compensation

The Company's executive compensation includes the following components: base salary, incentive bonus plan, retirement benefits and other benefits. With the exception of the incentive bonus plan which has approximately 325 participants, these components are available to all or large numbers of the Company's employees. The Company does not have a specific compensation program focused on its named executive officers.

Base Salary

The named executive officers are paid a base salary that is generally reviewed annually. As indicated, the factors considered in determining the base salaries of the named executive officers include (1) the overall level of responsibility and the relationship to compensation levels of the Company's management, (2) the compensation levels of executive officers of companies in the Company's Peer Group Index, taking into account the size and financial performance of the Company, (3) anticipated competitive operating conditions and (4) overall economic conditions. These factors are considered in conjunction with the performance of the named executive officers and the results of the Company. There are no significant differences in the compensation policies for its individual named executive officers.

EXECUTIVE COMPENSATION (Continued)*Base Salary (Continued)*

At his request, William E. Crenshaw did not receive a raise in 2010 due to the continued weakness in factor (4) overall economic conditions. The Compensation Committee approved raises effective May 1, 2010 for the other named executive officers as follows: Randall T. Jones, Sr. 3%, David P. Phillips 3%, Laurie Z. Douglas 3% and John A. Attaway, Jr. 4%. The compensation of the Company's named executive officers is generally significantly less than the total compensation of the named executive officers in its Peer Group Index. However, due to the economic climate, the changes in base salaries for the named executive officers in 2010 were heavily based on factor (4) above. In addition, the Compensation Committee also considered the individual performance of the named executive officers. The base salaries for the named executive officers are listed in the Summary Compensation Table. The pay differences between the named executive officers are considered appropriate for their levels of responsibility.

Incentive Bonus Plan

The Company provides an incentive in the form of an annual cash bonus (the Incentive Bonus Plan) to all executive officers, including the named executive officers, and certain staff employees of the Company (the Incentive Bonus Participants). The Incentive Bonus Plan is designed to reward the Incentive Bonus Participants based on the Company achieving its sales and target profit goals (the Performance Goals) for the fiscal year and not on their individual performance. The Incentive Bonus Plan is approved by the Compensation Committee as to executive officers and by the Executive Committee as to staff employees. The Performance Goals are reviewed and approved by the Company's Board of Directors after the completion of the Company's annual planning process. Although the Company has a defined method for calculating the incentive bonus, the Board of Directors, Compensation Committee and Executive Committee retain the right to alter or discontinue the Incentive Bonus Plan at their discretion at any time for the Incentive Bonus Participants within their approval authority. To date, however, such discretion has not been exercised.

The Incentive Bonus Plan compensates the Incentive Bonus Participants for their services during the calendar year. The annual bonuses are paid in the year following the year earned to Incentive Bonus Participants employed with the Company at the end of the calendar year. In general, the incentive bonus pool is allocated to the Incentive Bonus Participants according to the relative base compensation paid to them during the calendar year for which the Incentive Bonus Plan is being paid.

The Incentive Bonus Plan is based on a target bonus equal to two months pay (the Target Bonus) for all Incentive Bonus Participants entitled to the full Target Bonus (participants generally transition into the Incentive Bonus Plan over a two-year period). The formula for the Incentive Bonus Plan is determined so that if the Performance Goals for the fiscal year are achieved, the Incentive Bonus Participants will receive the Target Bonus. The incentive bonus can be more or less than the Target Bonus based on the Company's actual results compared to its Performance Goals. If the sales goal is not achieved, the incentive bonus pool, calculated using the formula, is reduced by 5% for every 1% that actual sales are less than the sales goal. If the sales goal is exceeded, the incentive bonus pool is increased by 5% for every 1% that actual sales are greater than the sales goal. No incentive bonus is paid unless greater than 80% of the target profit goal is achieved.

The Incentive Bonus Participants will receive a bonus in excess of the Target Bonus of two months pay for 2010 as the Company's actual results exceeded its Performance Goals. Over the past five fiscal years including 2010, the Incentive Bonus Participants received an average incentive bonus of two months pay or approximately 15% of their base salary. Incentive Bonus Participants received the Target Bonus of two months or more in three of the past five years or 60% of the time.

The Board of Directors attempts to set Performance Goals that maintain a consistent level of difficulty in achieving the Target Bonus from year to year and are challenging but reasonably achievable. Therefore, the achievement of future Target Bonuses is likely to be similar to the past five years unless unexpected circumstances arise. Achieving the Target Bonus is dependent on the Company's sales and profit results for the year which are dependent on many factors, including competitor activities and economic conditions. The Board of Directors, Compensation Committee and Executive Committee have historically not made changes to the Performance Goals or to the Incentive Bonus Plan formula for the fiscal year after their approval. Therefore, it is likely that positive or negative changes in various factors, including competitor activities and economic conditions, will affect the likelihood and difficulty of achieving the Target Bonus for the fiscal year. The Company expects the prior results of achieving the Target Bonus in some years and not achieving it in other years to continue.

EXECUTIVE COMPENSATION (Continued)

Retirement Benefits

The Company has a trustee, noncontributory defined contribution ESOP for the benefit of eligible employees. The amount of the Company's discretionary contribution to the ESOP is determined annually by the Board of Directors and can be made in the form of Company common stock or cash. The Company's contribution to the ESOP is allocated to all eligible participants on the basis of compensation, and the ESOP does not discriminate, in scope, terms or operation, in favor of the named executive officers. Non-employee directors of the Company's Board of Directors do not participate in the ESOP. Company contribution amounts earned by the named executive officers are listed in the Summary Compensation Table.

The Company does not have any supplemental executive retirement plans. Therefore, due to the maximum annual compensation limit for retirement plans established by federal law, the named executive officers did not receive Company contributions under the ESOP for their 2010 compensation in excess of \$245,000.

The Company has a 401(k) Plan for the benefit of eligible employees. The 401(k) Plan is a voluntary defined contribution plan. Eligible employees may contribute up to 10% of their eligible annual compensation, subject to the maximum contribution limits established by federal law. The Company may make a discretionary annual matching contribution to eligible participants of the 401(k) Plan as determined by the Board of Directors. During 2010, the Board of Directors approved a match of 50% of eligible contributions up to 3% of eligible compensation, not to exceed a maximum match of \$750 per employee. The match, which is determined as of the last day of the 401(k) Plan year and paid in the subsequent year, is in the form of common stock of the Company. The 401(k) Plan does not discriminate, in scope, terms or operation, in favor of the named executive officers. Non-employee directors of the Company's Board of Directors do not participate in the 401(k) Plan. Company matching contributions earned by the named executive officers are listed in the Summary Compensation Table.

Other Benefits

The Company's group health, dental, vision and supplemental life insurance plans are available to eligible full-time and part-time employees, and the group life insurance and long-term disability plans are available to eligible full-time employees. These plans do not discriminate, in scope, terms or operation, in favor of the named executive officers. Non-employee directors of the Company's Board of Directors do not participate in the plans.

The Company does not provide country club memberships, personal use of Company airplanes, tax and financial planning services or other perquisites frequently offered to executive officers. Prior to July 1, 2009, four of the named executive officers used a company provided vehicle. Beginning July 1, 2009, the named executive officers no longer use a company provided vehicle but receive a vehicle allowance. The total value for 2010 of the vehicle allowance is less than \$10,000 per named executive officer.

In addition, the Company does not provide the following forms of compensation or arrangements frequently offered to executive officers:

- long-term cash incentives
- stock options, stock awards or other equity incentives
- deferred compensation plans or
- employment contracts/change in control agreements/severance agreements.

The Company does not provide compensation that is directly tied to the results of the Company's common stock performance. However, since the retirement benefits under the ESOP are substantially in the form of Company common stock, there is a long-term link between compensation paid to the named executive officers and any gain realized by the Company's stockholders.

Tax Deductibility of Executive Compensation

A limitation on deductibility of compensation may occur under Section 162(m) of the Internal Revenue Code which generally limits the tax deductibility of compensation paid by a company to its chief executive officer and certain other highly compensated executive officers to \$1,000,000. This limit does not apply to company ESOP and 401(k) Plan contributions. There is also an exception to the limit on deductibility for performance-based compensation that meets certain requirements.

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The Company does not have a policy that limits the compensation of executive officers to the amount deductible for tax purposes; however, none of the Company's executive officers have received compensation which would exceed the deductible amount.

EXECUTIVE COMPENSATION (Continued)Recovery of Compensation

Section 304 of the Sarbanes-Oxley Act of 2002 requires the chief executive officer and chief financial officer to repay to the Company certain amounts received by such officers if the Company restates its financial statements as a result of financial reporting misconduct. The amounts to be repaid consist of (1) any bonus or other incentive-based or equity-based compensation received from the Company during the 12 month period following the filing of the financial statements in question and (2) any profits realized from the sale of the Company's stock during that 12 month period. In addition, to the extent permitted by applicable law, the Company may recover incentive compensation from others as a result of such financial reporting misconduct. In such a situation, the Board of Directors would exercise its judgment to determine what action it deems appropriate, including recovery of the incentive payments.

Compensation Compared to Peer Group Index Companies

The compensation earned by the named executive officers in the following Summary Compensation Table ranks at or near the bottom of compensation earned by comparable positions among the Company's Peer Group Index companies included in the performance graphs in the Company's Form 10-K and this Proxy Statement.

Summary Compensation Table

The following Summary Compensation Table provides information concerning the compensation of the Company's Chief Executive Officer and the four other named executive officers for 2010, 2009 and 2008.

Name and Principal Positions, () Years of Service	Year	Salary	Bonus	Stock Awards	Option Awards	Non-Equity Incentive Plan Compensation (1)	Change in Pension	Value and Nonqualified Deferred Compensation	All Other Compensation	Total
							Earnings			
William E. Crenshaw (36) Chief Executive Officer	2010	\$ 777,400	-	-	-	\$195,635	-	\$20,970 (2)	\$ 994,005	
	2009	777,400 754,000	-	-	-	118,955	-	20,350 (2)	916,705	
	2008		-	-	-	21,166	-	20,300 (2)	795,466	
Randall T. Jones, Sr. (31) President	2010	635,099	-	-	-	159,825	-	20,970 (2)	815,894	
	2009	622,193	-	-	-	95,206	-	20,350 (2)	737,749	
	2008	609,140	-	-	-	17,099	-	20,300 (2)	646,539	
David P. Phillips (26)	2010	623,560	-	-	-	156,921	-	20,970 (2)	801,451	

Explanation of Responses:

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Chief Financial Officer	2009	610,870	-	-	-	93,473	-	20,350 (2)	724,693
and Treasurer	2008	596,950	-	-	-	16,757	-	20,300 (2)	634,007
Laurie Z. Douglas (5)	2010	528,155	-	-	-	132,912	-	20,970 (2)	682,037
Senior Vice President and	2009	517,400	-	-	-	79,170	-	20,350 (2)	616,920
Chief Information Officer	2008	505,600	-	-	-	14,193	-	20,300 (2)	540,093
John A. Attaway, Jr. (13)	2010	427,520	-	-	-	107,587	-	20,970 (2)	556,077
Senior Vice President,	2009	416,000	-	-	-	63,655	-	20,350 (2)	500,005
General Counsel and	2008	404,380	-	-	-	11,351	-	40,300 (3)	456,031
Secretary									

(1) Amounts in this column include incentive bonus plan payments earned in the applicable year but paid in the subsequent year.

(2) Amounts represent the Company's estimated contributions to the ESOP and 401(k) Plan. The actual contributions for 2009 and 2008 for all named executive officers was \$20,425 and \$20,197, respectively.

(3) Amount represents the Company's estimated contributions to the ESOP and 401(k) Plan and a special bonus of \$20,000.

EXECUTIVE COMPENSATION (Continued)Grants of Plan-Based Awards

Name	Grant Date	Actual Payouts Under Non-Equity Incentive Plan Awards (1)			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards:	All Other Option Awards:	Exercise or Base Price of Option Awards
		Threshold	Target	Max	Threshold	Target	Max	Number of Shares of Stock or Units	Number of Securities Underlying Options	
William E. Crenshaw	2010	-	\$ 195,635	-	-	-	-	-	-	-
Chief Executive Officer	2009	-	118,955	-	-	-	-	-	-	-
	2008	-	21,166	-	-	-	-	-	-	-
Randall T. Jones, Sr.	2010	-	159,825	-	-	-	-	-	-	-
President	2009	-	95,206	-	-	-	-	-	-	-
	2008	-	17,099	-	-	-	-	-	-	-
David P. Phillips	2010	-	156,921	-	-	-	-	-	-	-
Chief Financial Officer	2009	-	93,473	-	-	-	-	-	-	-
and Treasurer	2008	-	16,757	-	-	-	-	-	-	-
Laurie Z. Douglas	2010	-	132,912	-	-	-	-	-	-	-
Senior Vice President and	2009	-	79,170	-	-	-	-	-	-	-
Chief Information Officer	2008	-	14,193	-	-	-	-	-	-	-
John A. Attaway, Jr.	2010	-	107,587	-	-	-	-	-	-	-
Senior Vice President,	2009	-	63,655	-	-	-	-	-	-	-
General Counsel and	2008	-	11,351	-	-	-	-	-	-	-

Secretary

(1) Amounts in this column include incentive bonus plan payments earned in the applicable year but paid in the subsequent year. These incentive bonus plan payments are the same payments disclosed in the Summary Compensation Table as Non-Equity Incentive Plan Compensation.

Explanation of Responses:

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The Company does not have any stock or option award plans that are applicable for inclusion in this table.

Outstanding Equity Awards

Name	Option Awards					Stock Awards			Equity Incentive
	Number of Securities Underlying Unexercised Options	Number of Securities Underlying Unexercised Options	Number of Securities Underlying Unexercised Options	Option Price	Option Expiration Date	Value of Shares or Units of Stock That Have Not Vested	Value of Shares or Units of Stock That Have Not Vested	Number of Shares, Units or Other Rights That Have Not Vested	Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested

The Company does not have any stock or option award plans so this table is not applicable.

Option Exercises and Stock Vested

Name	Option Awards		Stock Awards	
	Number of Shares	Value Realized on Exercise	Number of Shares	Value Realized on Vesting

The Company does not have any stock or option award plans so this table is not applicable.

Pension Benefits

Name	Plan Name	Credited Service	Present Value	Payments
			Benefit	Fiscal Year

The Company does not have any pension benefits so this table is not applicable.

EXECUTIVE COMPENSATION (Continued)

Nonqualified Deferred Compensation

Executive		Aggregate		Aggregate	
Contributions	Registrant	Earnings in		Balance at	
in Last Fiscal	Contributions in	Last Fiscal	Aggregate	Last Fiscal	
Name	Year	Last Fiscal Year	Year	Withdrawals/Distributions	Year End

The Company does not have any deferred compensation plans so this table is not applicable.

COMPENSATION COMMITTEE REPORT

The Compensation Committee reviewed and discussed the Compensation Discussion and Analysis with management. Based on this review and discussion with management, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

This report is submitted by the following members of the Compensation Committee at the end of 2010: Jane B. Finley, Sherrill W. Hudson and E. Vane McClurg, Chairman.

NON-EMPLOYEE DIRECTOR COMPENSATION

During the first half of 2010, non-employee directors received a quarterly retainer of \$12,150 for serving on the Board of Directors, members of the Audit Committee received a quarterly retainer of \$2,750 for serving on the Audit Committee and members of the Corporate Governance Committee received a quarterly retainer of \$1,500 for serving on the Corporate Governance Committee. Beginning in the third quarter of 2010, non-employee directors received a quarterly retainer of \$12,500 for serving on the Board of Directors, members of the Audit Committee received a quarterly retainer of \$2,850 for serving on the Audit Committee and members of the Corporate Governance Committee received a quarterly retainer of \$1,550 for serving on the Corporate Governance Committee. No fees are paid for attendance at Committee meetings. The Company pays for travel and lodging expenses for directors in connection with their attendance at various meetings. Previously, the Company periodically transported directors to and from such meetings in a Company airplane. This practice was discontinued in late 2009. During 2010, a Board meeting was held in Atlanta, Georgia so the directors departing from the corporate office in Lakeland, Florida were transported to the meeting in a Company airplane.

The Company has a Non-Employee Directors Stock Purchase Plan for the benefit of eligible directors. Under the plan, eligible non-employee directors may purchase shares of the Company's common stock at the current fair market value during specific time periods subject to certain limitations. The provisions of this plan are generally the same as the provisions of the Company's Employee Stock Purchase Plan.

The following table summarizes non-employee director compensation for 2010. Directors that are employees of the Company do not receive additional compensation for service on the Board or as members of any of its committees.

Non-Employee Director Compensation

Name	Fees Earned or	Stock Awards	Non-Equity	Change in	All Other	Total
	Paid in Cash		Incentive Plan	Pension Value	Compensation	
			Compensation	and		
				Nonqualified		

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Deferred

Compensation

				Earnings		
Carol Jenkins Barnett	\$49,300	-	-	-	-	\$49,300
Jane B. Finley	60,500	-	-	-	-	60,500
Sherrill W. Hudson	60,500	-	-	-	-	60,500
Charles H. Jenkins, Jr.	49,300	-	-	-	-	49,300
Howard M. Jenkins	49,300	-	-	-	-	49,300
E. Vane McClurg	55,400	-	-	-	-	55,400
Maria A. Sastre	66,600	-	-	-	-	66,600

AUDIT COMMITTEE REPORT

Management is responsible for the Company's internal controls and the financial reporting process. The Company's independent registered public accounting firm is responsible for performing an independent audit of the Company's consolidated financial statements and an audit of the Company's internal control over financial reporting in accordance with the standards of the Public Company Accounting Oversight Board (United States). The Audit Committee monitors and oversees these processes as described in the Audit Committee charter.

The Audit Committee reviewed and discussed with management and the Company's independent registered public accounting firm the Company's audited consolidated financial statements for the fiscal year ended December 25, 2010. The Audit Committee also discussed with the Company's independent registered public accounting firm the matters required to be discussed by Statement on Auditing Standards No. 61, Communication with Audit Committees, as amended and adopted by the Public Company Accounting Oversight Board. The Audit Committee received the written disclosures and the letter from the Company's independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence and discussed with the independent registered public accounting firm its independence.

Based upon the review and discussions referred to in the preceding paragraph, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 25, 2010 for filing with the Securities and Exchange Commission. This report is submitted by the following members of the Audit Committee at the end of 2010: Jane B. Finley, Sherrill W. Hudson, Chairman and Maria A. Sastre.

RELATIONSHIP WITH INDEPENDENT PUBLIC ACCOUNTANTS

The firm of KPMG LLP was the Company's independent registered public accounting firm during 2010. The Audit Committee will make its recommendation to the Board of Directors as to the Company's independent registered public accounting firm for 2011 later this year.

Representatives of KPMG LLP will be present at the Annual Meeting of Stockholders with an opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions.

The fees of the Company's independent registered public accounting firm, KPMG LLP, for the indicated services performed for the fiscal years ended December 25, 2010 and December 26, 2009 were as follows:

<i>Amounts are in thousands</i>	2010	2009
Audit fees (1)	\$1,225	1,225
Audit-related fees (2)	49	46
Tax fees (3)	---	22
All other fees (4)	26	---
	\$1,300	1,293

- (1) Fees for audit services include fees associated with the annual audit of the Company's financial statements, annual audit of the Company's internal control over financial reporting and reviews of the Company's quarterly financial statements.
- (2) Fees for audit-related services include fees associated with the annual audit of employee benefit plans.
- (3) Fees for tax services include fees associated with tax compliance, tax advice and tax planning.
- (4) Fees for other services include fees associated with agreed upon procedures not related to the performance of the audit or review of the Company's financial statements.

The Audit Committee has reviewed and discussed the fees of KPMG LLP during the last fiscal year for audit and non-audit services and has determined that the provision of the non-audit services are compatible with the firm's independence.

Under its charter and in accordance with the Audit Committee Pre-Approval Policy, the Audit Committee must pre-approve all engagements of the Company's independent registered public accounting firm. The Audit Committee Pre-Approval Policy provides that the Audit Committee is required to pre-approve all audit and non-audit services performed by the independent registered public accounting firm in order to assure that the provision of such services will not impair its independence. The Audit Committee has delegated to the Chairman of the Audit Committee the authority to evaluate and approve engagements on behalf of the Audit Committee in the event that the need for pre-approval arises between Audit Committee meetings. If the Chairman approves any such engagements, he will report that approval to the Audit Committee at its next meeting. During 2010, each new engagement of the independent registered public accounting firm was approved in accordance with the policy.

PERFORMANCE GRAPH

The following performance graph sets forth the Company's cumulative total stockholder return during the five years ended December 25, 2010, compared to the cumulative total return on the S&P 500 Index and a custom Peer Group Index including retail food supermarket companies⁽¹⁾. The Peer Group Index is weighted based on the various companies' market capitalization. The comparison assumes \$100 was invested at the end of 2005 in the Company's common stock and in each of the related indices and assumes reinvestment of dividends.

The Company's common stock is valued as of the end of each fiscal quarter. After the end of a quarter, however, shares continue to be traded at the prior valuation until the new valuation is received. The cumulative total return for the companies represented in the S&P 500 Index and the custom Peer Group Index is based on those companies' calendar year end trading prices. Previously the Company included two performance graphs in its Proxy Statement, one based on the fiscal year end valuation (market price as of February 28, 2011) and one based on the fiscal year end trading price (market price as of the prior fiscal quarter). The Securities and Exchange Commission now requires that the performance graph be included as part of Item 5 of a company's Form 10-K. The performance graph on page 8 of the Company's 2010 Annual Report on Form 10-K is based on the Company's fiscal year end trading price. However, because the Company's fiscal year end valuation of the Company's shares is effective after the date its Annual Report on Form 10-K was filed with the Securities and Exchange Commission, a performance graph based on the fiscal year end valuation is not presented in the 2010 Annual Report on Form 10-K. For comparative purposes, additional information is provided in the following performance graph based on the Company's fiscal year end valuation based on its value as of February 28, 2011.

Comparison of Five-Year Cumulative Return Based Upon Fiscal Year End Valuation

(1) Companies included in the Peer Group are: A&P (not included for 2010 because A&P filed for Chapter 11 bankruptcy protection but is included for 2006 through 2009), Ahold, Delhaize Group, Kroger, Safeway, Supervalu, Weis Markets and Winn-Dixie (not included for 2006 because Winn-Dixie filed for Chapter 11 bankruptcy protection but is included for 2007 through 2010).

PROPOSALS OF STOCKHOLDERS

Proposals of stockholders intended to be presented at the 2012 Annual Meeting of Stockholders must be received at the Company's corporate office prior to November 11, 2011 for consideration for inclusion in the Proxy Statement relating to that meeting.

OTHER MATTERS THAT MAY COME BEFORE THE MEETING

At the date of this Proxy Statement, the Board of Directors knows of no matter other than the matters described herein that will be presented for consideration at the meeting. However, if any other business shall properly come before the meeting, all proxies signed and returned by stockholders will be voted in accordance with the best judgment of the persons voting the proxies.

By order of the Board of Directors,

/s/ John A. Attaway, Jr.

John A. Attaway, Jr.

Secretary

Lakeland, Florida

March 1, 2011

The Company's 2010 Annual Report on Form 10-K, as filed with the Securities and Exchange Commission, is being mailed with this Proxy Statement on or about March 10, 2011 to stockholders of record and beneficial owners as of the close of business on February 4, 2011. These reports may also be obtained electronically, free of charge, through the Company's website at www.publix.com/annual.

PUBLIX SUPER MARKETS, INC.
ANNUAL MEETING OF STOCKHOLDERS

APRIL 12, 2011

Admission Ticket

This ticket is valid for your admission to the Annual Meeting of Stockholders. Please note that seating space for the meeting is on a first-come, first-serve basis. You may be asked to present a valid picture identification such as a driver's license, state-issued identification or passport to enter the meeting. **Photographs or recordings of the meeting are not permitted.**

Location

Publix Corporate Office
3300 Publix Corporate Parkway
Lakeland, Florida 33811

Meeting Times

Registration begins: 8:00 a.m.
Seating begins: 8:45 a.m.
Meeting begins: 9:30 a.m.

Bring this admission ticket with you to the Annual Meeting of Stockholders on April 12, 2011. **Do not return this half of your proxy card to Publix as this ticket admits you to the meeting.**

FOLD AND DETACH HERE.

KEEP THIS HALF OF THE PROXY CARD AS YOUR ADMISSION TICKET IF YOU PLAN TO ATTEND THE ANNUAL MEETING.

PUBLIX SUPER MARKETS, INC.
PROXY SOLICITED BY THE BOARD OF DIRECTORS FOR THE ANNUAL MEETING OF
STOCKHOLDERS TO BE HELD ON APRIL 12, 2011

The Publix Board of Directors recommends a vote FOR the nominees listed in Item 1 of this proxy. The Publix Board of Directors recommends a vote FOR the approval of the advisory (non-binding) vote on the compensation of the named executives, and a vote FOR 3 YEARS on the frequency of future advisory (non-binding) votes on the compensation of the named executives. You are encouraged to specify your choice on the reverse side of this card by filling in the appropriate circles using a black ink pen. You need not fill in any circles for Item 1 if you wish to vote in accordance with the Board of Directors' recommendation. Please be careful to not make any stray marks outside of the circles corresponding to your choices. To complete your voting instructions, sign and date your proxy card, and return it promptly to Publix using the enclosed envelope. The shares represented by this proxy card will not be voted unless you properly sign, date and return this card by April 12, 2011, prior to the Annual Meeting of Stockholders.

If you plan to attend the Annual Meeting of Stockholders in person, please mark the appropriate circle below and bring your admission ticket (the top half of this proxy card) with you to the meeting. **Do not return the top half of this proxy card to Publix.**

- i I plan to attend the Annual Meeting of Stockholders in person on April 12, 2011.
- i I have multiple accounts and do not want to receive Publix's Annual Report to Stockholders for this account. (You should not fill in this circle on one proxy.)
- i The address printed on this card is incorrect. My new address is:

For Publix's Use Only

2011 463 125

**YOUR PROXY CARD MUST BE RECEIVED PRIOR TO THE
ANNUAL MEETING ON APRIL 12, 2011.**

YOUR VOTE IS VERY IMPORTANT TO US.

FOLD AND DETACH HERE.

KEEP THIS HALF OF THE PROXY CARD AS YOUR ADMISSION TICKET IF YOU PLAN TO ATTEND THE ANNUAL MEETING.

Fill in the circles using a black ink pen, and be careful to not make any stray marks outside of the circles corresponding to your choices.

1. Election of Directors The Publix Board of Directors recommends a vote FOR the nominees listed below.

	FOR	AGAINST	ABSTAIN		FOR	AGAINST	ABSTAIN		FOR	AGAINST	ABSTAIN
Carol Jenkins Barnett	i	i	i	Jane B. Finley	i	i	i	Howard M. Jenkins	i	i	i
Hoyt R. Barnett	i	i	i	Sherrill W. Hudson	i	i	i	E. Vane McClurg	i	i	i
William E. Crenshaw	i	i	i	Charles H. Jenkins, Jr.	i	i	i	Maria A. Sastre	i	i	i

Advisory (Non-Binding) Votes The Publix Board of Directors recommends an advisory (non-binding) vote FOR the approval of the compensation and FOR 3 YEARS on the frequency of future votes.

	FOR	AGAINST	ABSTAIN
2. To approve by non-binding vote the compensation of the named executives.	i	i	i
3. To recommend by non-binding vote the frequency of future votes on the compensation of the named executives.	3 YEARS	2 YEARS	1 YEAR
	i	i	i

4. Other Matters The proxies named below, in their discretion, may vote the shares represented by this proxy upon such other matters as may properly come before the Annual Meeting of Stockholders.

The undersigned has received the Notice of Annual Meeting of Stockholders (Meeting) to be held on April 12, 2011, the Proxy Statement dated March 1, 2011, and the 2010 Annual Report to Stockholders for the Meeting. The undersigned hereby appoints Charles H. Jenkins, Jr., William E. Crenshaw and Randall T. Jones, Sr., or any of them, as proxies with full power of substitution, to vote all shares of Publix common stock that the undersigned is entitled to vote at the Meeting, and at any adjournments or postponements thereof, as described above. The undersigned acknowledges that the signing of this proxy revokes any and all proxies previously given to vote the shares represented by this proxy card at the Meeting.

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Signature

Date

Signature(s) if held jointly

Date

Note: Please sign exactly as your name appears above. Joint owners must each sign. When signing as attorney-in-fact, executor, administrator, trustee, guardian or other representative capacity, please give full title as such.

2011 463 125

PUBLIX SUPER MARKETS, INC.
ANNUAL MEETING OF STOCKHOLDERS

APRIL 12, 2011

Admission Ticket

This ticket is valid for your admission to the Annual Meeting of Stockholders. Please note that seating space for the meeting is on a first-come, first-serve basis. You may be asked to present a valid picture identification such as a driver's license, state-issued identification or passport to enter the meeting. **Photographs or recordings of the meeting are not permitted.**

Location

Publix Corporate Office
 3300 Publix Corporate Parkway
 Lakeland, Florida 33811

Meeting Times

Registration begins: 8:00 a.m.
 Seating begins: 8:45 a.m.
 Meeting begins: 9:30 a.m.

Bring this admission ticket with you to the Annual Meeting of Stockholders on April 12, 2011. **Do not return this half of your proxy card to Publix as this ticket admits you to the meeting.**

FOLD AND DETACH HERE.

KEEP THIS HALF OF THE PROXY CARD AS YOUR ADMISSION TICKET IF YOU PLAN TO ATTEND THE ANNUAL MEETING.

Fill in the circles using a black ink pen, and be careful to not make any stray marks outside of the circles corresponding to your choices.

1. Election of Directors The Publix Board of Directors recommends a vote FOR the nominees listed below.

FOR	AGAINST	ABSTAIN	FOR	AGAINST	ABSTAIN	FOR	AGAINST	ABSTAIN			
Carol Jenkins Barnett	i	i	i	Jane B. Finley	i	i	i	Howard M. Jenkins	i	i	i
Hoyt R. Barnett	i	i	i	Sherrill W. Hudson	i	i	i	E. Vane McClurg	i	i	i
William E. Crenshaw	i	i	i	Charles H. Jenkins, Jr.	i	i	i	Maria A. Sastre	i	i	i

Advisory (Non-Binding) Votes The Publix Board of Directors recommends an advisory (non-binding) vote FOR the approval of the compensation and FOR 3 YEARS on the frequency of future votes.

	FOR	AGAINST	ABSTAIN
2. To approve by non-binding vote the compensation of the named executives.	i	i	i
3. To recommend by non-binding vote the frequency of future votes on the compensation of the named executives.	3 YEARS	2 YEARS	1 YEAR
	i	i	i

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4. Other Matters The Trustee of the ESOP or his designee, in such person's discretion, may vote the Account Shares represented by this proxy card upon such other matters as may properly come before the Annual Meeting of Stockholders.

Please mark this circle if you plan to attend the Annual Meeting of Stockholders in person on April 12, 2011.

i

Signature

Date

Note: Please sign exactly as your name appears above. When signing as attorney-in-fact, executor, administrator, trustee, guardian or other representative capacity, please give full title as such.

2011R 551 125

TO THE PARTICIPANTS OF THE PUBLIX SUPER MARKETS, INC.

EMPLOYEE STOCK OWNERSHIP PLAN (ESOP)

Dear ESOP Participant:

The Publix Super Markets, Inc. Annual Meeting of Stockholders (Meeting) is being held at the Publix Corporate Office, 3300 Publix Corporate Parkway, Lakeland, Florida 33811 at 9:30 a.m. on April 12, 2011. At the Meeting, the Trustee of the ESOP, Hoyt R. Barnett, or his designee, will vote the shares of Publix common stock allocated to your ESOP account according to your voting instructions.

The Publix Board of Directors recommends a vote FOR the nominees listed in Item 1 of the proxy. The Publix Board of Directors recommends a vote FOR the approval of the advisory (non-binding) vote on the compensation of the named executives, and a vote FOR 3 YEARS on the frequency of future advisory (non-binding) votes on the compensation of the named executives. You can specify your choice on the reverse side of this card by filling in the appropriate circles using a black ink pen. Please be careful to not make any stray marks outside of the circles corresponding to your choices. If you indicate ABSTAIN for any director nominees or advisory (non-binding) votes on your proxy, the Trustee or his designee will not exercise voting rights for your ESOP shares with respect to such director nominees or advisory (non-binding) votes.

To complete your voting instructions, sign and date your proxy card, and return it promptly to Publix using the enclosed envelope. If your properly completed, signed and dated proxy card is not received prior to the Meeting, the Trustee or his designee will vote your ESOP shares in his discretion.

If you plan to attend the Meeting in person, please mark the appropriate circle on the reverse side of this card and bring your admission ticket (reverse side of this card) with you to the Meeting. **Do not return this half of the proxy card to Publix.**

Thank you,

Plan Administrator

Publix Super Markets, Inc.

March 1, 2011

FOLD AND DETACH HERE.

KEEP THIS HALF OF THE PROXY CARD AS YOUR ADMISSION TICKET IF YOU PLAN TO ATTEND THE ANNUAL MEETING.

**PUBLIX SUPER MARKETS, INC.
REQUEST FOR VOTING INSTRUCTIONS IN CONNECTION WITH
THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON APRIL 12, 2011**

The undersigned has received the Notice of Annual Meeting of Stockholders (Meeting) to be held on April 12, 2011, the Proxy Statement dated March 1, 2011, and the 2010 Annual Report to Stockholders for the Meeting. The undersigned, a participant of the Publix Super Markets, Inc. Employee Stock Ownership Plan (ESOP), with respect to all shares of Publix common stock allocated to the ESOP account of the undersigned, the voting rights of which are accorded to the undersigned under the ESOP (the Account Shares), hereby requests and instructs Hoyt R. Barnett, Trustee of the ESOP, or the Trustee's designee, as proxy to vote all of the Account Shares that the undersigned is entitled to vote at the Meeting, and at any adjournments or postponements thereof, in any manner and with the same effect as if the undersigned were the record owner of the Account Shares. The undersigned authorizes and instructs the Trustee or his designee to vote as described on the reverse side of this proxy card. The undersigned acknowledges that the signing of this proxy revokes any and all proxies previously given to vote the Account Shares represented by this proxy card at the Meeting.

The Account Shares of the undersigned will be voted as instructed on the reverse side of this proxy card by the Trustee or his designee if this proxy card is properly executed and received by the Plan Administrator prior to the Meeting on April 12, 2011. If no voting instructions are marked but the undersigned has signed and dated the proxy card, the Trustee or his designee will vote the Account Shares in his discretion. If the undersigned's properly completed, signed and dated proxy card is not received prior to the Meeting, the Trustee or his designee will vote the Account Shares in his discretion.

For Public's Use Only

**PROXY CARDS MUST BE RECEIVED PRIOR TO THE
ANNUAL MEETING ON APRIL 12, 2011.
YOUR VOTE IS VERY IMPORTANT TO US.**

2011R 551 125