

FIFTH THIRD BANCORP
Form 3
December 29, 2014

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>McHugh Philip</p> <p>(Last) (First) (Middle)</p> <p>38 FOUNTAIN SQUARE PLAZA, MD 10AT76</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>12/15/2014</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 | 78,077 ⁽¹⁾ | D | by Son |
| Common Stock | 443 | I | by Daughter |
| Common Stock | 507 | I | by Daughter |
| Common Stock | 497 | I | by 401(k) Plan |
| Common Stock | 28,179 | I | |

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)

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| 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 Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Phantom Stock ⁽²⁾ | Â ⁽³⁾ | Â ⁽³⁾ | Common Stock | 13,191 | \$ ⁽³⁾ | D | Â |
| Stock Appreciation Right | 04/08/2005 | 04/08/2015 | Common Stock | 17,308 | \$ 42.9 | D | Â |
| Stock Appreciation Right | 04/07/2006 | 04/07/2016 | Common Stock | 20,738 | \$ 39.36 | D | Â |
| Stock Appreciation Right | 04/09/2007 | 04/09/2017 | Common Stock | 23,333 | \$ 38.27 | D | Â |
| Stock Appreciation Right | 04/15/2008 | 04/15/2018 | Common Stock | 19,231 | \$ 19.26 | D | Â |
| Stock Appreciation Right | 04/21/2009 | 04/21/2019 | Common Stock | 28,125 | \$ 3.96 | D | Â |
| Stock Appreciation Right | 04/20/2010 | 04/20/2020 | Common Stock | 26,538 | \$ 14.8 | D | Â |
| Stock Appreciation Right | 04/19/2011 | 04/19/2021 | Common Stock | 33,333 | \$ 13.36 | D | Â |
| Stock Appreciation Right | 04/17/2012 | 04/17/2022 | Common Stock | 44,326 | \$ 14.36 | D | Â |
| Stock Appreciation Right | 04/16/2013 | 04/16/2023 | Common Stock | 41,118 | \$ 16.15 | D | Â |
| Stock Appreciation Right | 04/15/2014 | 04/15/2024 | Common Stock | 17,228 | \$ 21.63 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McHugh Philip 38 FOUNTAIN SQUARE PLAZA MD 10AT76 CINCINNATI, OH 45263 | Â | Â | Â Executive Vice President | Â |

Signatures

H. Samuel Lind, as Attorney-in-Fact for Philip
McHugh 12/29/2014

__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 14,368 shares of restricted stock subject to vesting granted pursuant to the Fifth Third Bancorp Incentive Compensation Plan.

(2) Acquired pursuant to The Fifth Third Bancorp Non Qualified Deferred Compensation Plan.

(3) The units are to be settled in Fifth Third Bancorp common stock on a 1-for-1 basis after termination of employment.

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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