ARNOLD NEAL E Form 4 March 19, 2003

SEC Form 4

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. 0.5

Name and Address of Reporting Person*
 Arnold, Neal E.

(Last) (First) (Middle)

38 Fountain Square Plaza

(Street) Cincinnati, OH 45263

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Fifth Third Bancorp FITB

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for (Month/Day/Year

03/17/2003

5. If Amendment, Date of Original (Month/Day/Year) 6. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Description <u>Executive Vice</u> <u>President and CFO</u>

- 7. Individual or Joint/Group Filing (Check Applicable Line)
- X 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)			4. Securities Acquired (A) nor Disposed Of (D) (Instr. 3, 4, and 5)			5. Amount of Securities Beneficially Owned Following	6. Owner- ship Form: Direct (D)	7. Nature of Indirect Beneficial Ownership	
			Code	٧	Amount	A/D	Price	Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)	
Common Stock	03/17/2003		М		10,313	Α	\$10.5679	34,656	D		

	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/	4. Transaction Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed Of (D)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Num Derir Secu Bend Own Follo Repo		

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			Day/ Year)			(Insand 5)	tr. 3, 4					Tran (Inst
				Code	V	Α	D	DE	ED	Title	Amount or Number of Shares	
Option to Purchase	\$10.5679	03/17/2003		М			10,313	08/17/1993	08/17/2003	Common Stock	10,313	678

Explanation of Responses:

By:

) Includes total number of unexercised option grants previously reported.

Date:

/s/ Paul L. Reynolds 03/19/2003

Attorney-in-Fact for Neal Arnold

** Signature of Reporting Person SEC 1474 (9-02)

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

- * 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).

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.