Edgar Filing: FIFTH THIRD BANCORP - Form 4

FIFTH THIRD BANCORP

Form 4 April 23, 2013

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
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Form 4 or Form 5 obligations SECURITIES

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obligations may continue. See Instruction

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

1(b).

Common

Common

Common

Common

Stock

Stock

Stock

Stock

04/19/2013

04/20/2013

(Print or Type Responses)

1. Name and A Hazel Mark	2. Issuer Name and Ticker or Trading Symbol FIFTH THIRD BANCORP [FITB]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last)	(First) (N	Middle)	3. Date of	Earliest Ti	ansaction						
			(Month/D	ay/Year)				Director		Owner	
38 FOUNTAIN SQUARE PLAZA			04/19/2013					_X_ Officer (give title Other (specify below)			
								SVP	and Controller		
	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check					
			Filed(Mon	th/Day/Year)			Applicable Line) _X_ Form filed by	1 0		
CINCINNA	ATI, OH 45263							Form filed by M Person	More than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative (Secur	ities Ac	quired, Disposed o	f, or Beneficial	ly Owned	
1.Title of	2. Transaction Date	e 2A. Deer	ned	3.	4. Securi	ties A	equired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year) Executi		on Date, if Transaction(A) or Disposed of			d of	Securities	Form: Direct	Indirect		
(Instr. 3) any		any	Code		(D)		Beneficially	(D) or	Beneficial		
		(Month/I	Day/Year)	(Instr. 8)	8) (Instr. 3, 4 and 5)			Owned	` '	Ownership	
								Following	(Instr. 4)	(Instr. 4)	
						(A)		Reported Transaction(s)			
				C-d- W	A	or	D	(Instr. 3 and 4)			
				Code V	Amount	(D)	Price				

 $F_{\underline{(1)}}$

 $F^{(2)}$

386

348

D

D

16.4

26,526.1569

26,178.1569

11,060.4114

100

D

D

I

D

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

by 401(k)

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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	2. Conversion	3. Transaction Date (Month/Day/Year)		4.	5. onNumber	6. Date Exerc Expiration D		7. Titl		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/		Under Securi	rlying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hazel Mark D

38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263

SVP and Controller

Signatures

Paul L. Reynolds, as Attorney-in-Fact for Mark D. Hazel

04/23/2013

**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).
- (1) Shares withheld for taxes upon the vesting of restricted stock granted to the reporting person on April 19, 2011.
- (2) Shares withheld for taxes upon the vesting of restricted stock granted to the reporting person on April 20, 2010.

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.

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