FIFTH THIRD BANCORP
Form 3
March 26, 2010

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)

1. Name and Address of Reporting Person *
Â Hubbard James R.
(Last) (First) (Middle)

38 FOUNTAIN SQUARE PLAZA,Â MD 10AT76
(Street)

CINCINNATI,Â OHÂ 45263
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
03/16/2010

3. Issuer Name **and** Ticker or Trading Symbol
FIFTH THIRD BANCORP [FITB]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SVP and Chief Legal Officer

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

6. 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 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	13,399.696	D	Â
Common Stock	4,036.5103	I	by 401(k)
Common Stock	100	I	by Child

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	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial

	Date Exercisable	Expiration Date	Derivative Security (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
Stock Option	04/05/2001 [(1)](#f1)	04/05/2011	Common Stock	4,000	$ 50.8125	D	Â
Stock Option	04/22/2002 [(2)](#f2)	04/22/2012	Common Stock	7,000	$ 68.01	D	Â
Stock Option	03/28/2003 [(3)](#f3)	03/28/2013	Common Stock	8,000	$ 51.46	D	Â
Stock Appreciation Right	04/19/2008	04/19/2014	Common Stock	7,275	$ 54.4	D	Â
Stock Appreciation Right	04/08/2005 [(4)](#f4)	04/08/2015	Common Stock	9,808	$ 42.9	D	Â
Stock Appreciation Right	04/07/2006 [(4)](#f4)	04/07/2016	Common Stock	10,500	$ 39.36	D	Â
Stock Appreciation Right	04/09/2007 [(4)](#f4)	04/09/2017	Common Stock	9,000	$ 38.27	D	Â
Stock Appreciation Right	04/15/2008 [(4)](#f4)	04/15/2018	Common Stock	10,385	$ 19.26	D	Â
Stock Appreciation Right	04/21/2009 [(4)](#f4)	04/21/2019	Common Stock	13,000	$ 3.96	D	Â

Reporting Owners

Reporting Owner Name / Address	**Relationships**			
	Director	10% Owner	Officer	Other
Hubbard James R. 38 FOUNTAIN SQUARE PLAZA MD 10AT76 CINCINNATI,Â OHÂ 45263	Â	Â	Â SVP and Chief Legal Officer	Â

Signatures

James R. Hubbard	03/26/2010
**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) 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% on 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.