

FIFTH THIRD BANCORP

Form 4

May 29, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SULLIVAN ROBERT A

(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. Date of Earliest Transaction
(Month/Day/Year)
05/27/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Senior Executive Vice President

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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price \$ (1) (2) (3)			
Common Stock	05/27/2008		J <u>(1)(2)(3)</u>		50,000	D 19.55	0	I	By Trust <u>(4)</u>
Common Stock							87,687	D	
Common Stock							16,300	I	by Spouse
Common Stock							1,364.7432	I	by 401(k)

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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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code	V	(A)	(D)	
Contract (1) (2) (3)	(1) (2) (3)	05/27/2008		X(5)		1 (1) (2) (3)	Common Stock	50,000 (1) (2) (3)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SULLIVAN ROBERT A 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263	SeniorExecutive Vice President

Signatures

Paul L. Reynolds, Attorney-in-Fact for Robert A. Sullivan 05/29/2008

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) This report on Form 4 relates to the settlement of a variable prepaid forward contract ("VPF Agreement") that the reporting person entered into on May 26, 2005 (the "Trade Date"), through a revocable trust (the "Trust") of which he is the grantor and trustee, with an unrelated third party (the "Buyer") relating to 50,000 shares of Common Stock and with respect to which the reporting person filed a Form 4 with the SEC on May 27, 2005. Under the VPF Agreement, the Trust agreed to sell the shares in accordance with footnotes 2 and 3 below. The Trust received a prepayment from the Buyer in the amount of \$1,703,592 within 3 business days of the Trade Date. Such proceeds were used for tax planning and estate planning purposes. The transaction settled in one tranche on May 27, 2008. In settlement

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of the VPF Agreement, the Trust delivered to Buyer 50,000 shares of Common Stock.

- (2) On the settlement date, the Trust, unless it had elected cash settlement as described in the following sentence, would deliver to Buyer a number of shares of Common Stock. In lieu of delivering shares, the Trust could have elected cash settlement. The number of shares to be delivered is determined as outlined in footnote 3 below.

- (3) If the "Final Price" (a market-based price as determined under the terms of the VPF Agreement) was less than or equal to the Floor Price, the Trust would deliver 50,000 shares; if the Final Price was greater than the Floor Price but less than the Cap Price, the Trust would deliver that number of shares equal to 50,000 multiplied by (x) the Floor Price, divided by (y) the Final Price, and if the Final Price is greater than or equal to the Cap Price, the Trust would deliver that number of shares equal to 50,000 multiplied by (x) the sum of (i) the Floor Price (expressed as an amount) and (ii) the product of (a) one and (b) any amount by which the Final Price exceeds the Cap Price (expressed as an amount), divided by (y) the Final Price. This transaction had a Floor Price of \$43.02 and a Cap Price of \$55.926. Transaction Codes S and K also apply to the transaction reported.

- (4) A revocable Trust of which the reporting person is the grantor and trustee.

- (5) Transaction code K also applies to this transaction.

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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