#### FIFTH THIRD BANCORP

Form 4 July 03, 2013

### FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

subject to

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).

(Print or Type Responses)

1. Name and A ISAAC WIL	ddress of Reporting P LLIAM M	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol FIFTH THIRD BANCORP [FITBP]			5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First) (M	iddle) 3. Date of	Earliest Transaction		(Che	еск ан аррисаон	c)	
38 FOUNTA PLAZA, MI	AIN SQUARE D 10AT76	(Month/D 07/01/20	•		_X Director Officer (gives) below)		6 Owner er (specify	
(Street) 4. If Ar			ndment, Date Original	6. Individual or Joint/Group Filing(Check				
		Filed(Mon	th/Day/Year)		Applicable Line) _X_ Form filed by	1 0		
CINCINNA	TI, OH 45263		Form filed by More than One Report Person				eporting	
(City)	(State) (Z	Zip) Table	e I - Non-Derivative S	ecurities Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securiti TransactionAcquired Code Disposed (Instr. 8) (Instr. 3, 4)  Code V Amount	(A) or of (D)	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)	
Common Stock	07/01/2013		C 5,874	A (1)	85,439	D		

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)

#### Edgar Filing: FIFTH THIRD BANCORP - Form 4

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. Transactic Code (Instr. 8)		s I		Securities	8. Pric Deriva Securi (Instr.	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Depositary Shares (Preferred Stock, Series G)	Ш	07/01/2013		С	680 (2)	<u>(1)</u>	<u>(1)</u>	Common Stock	5,874	\$

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other		
ISAAC WILLIAM M 38 FOUNTAIN SQUARE PLAZA MD 10AT76 CINCINNATI, OH 45263	X					

### **Signatures**

Paul L. Reynolds, as Attorney-in-Fact for William M.
Isaac 07/03/2013

\*\*Signature of Reporting Person

## **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).

The Depositary Shares representing the 8.50% Non-Cumulative Perpetual Convertible Preferred Stock, Series G have no expiration date and are convertible into common stock at the option of the Issuer if the closing price of the Issuer's Common Stock exceeds 130% of the

Date

- (1) applicable conversion price for 20 trading days within any period of 30 consecutive trading days. The closing price of shares of the Issuer's Common Stock satisfied such threshold for the 30 trading days ended June 10, 2013, and the Issuer has given the required notice of its exercise of its conversion right. Accordingly, each Depositary Share is convertible into 8.6393 shares of Common Stock.
- (2) Each Depositary share represents 1/250th of an interest in a share of the Issuer's 8.50% Non-Cumulative Perpetual Convertible Preferred Stock, Series G.

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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