

FIFTH THIRD BANCORP
Form 8-K
June 22, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): June 20, 2006

FIFTH THIRD BANCORP

(Exact Name of Registrant as Specified in Its Charter)

OHIO

(State or Other Jurisdiction of Incorporation)

0-8076
(Commission File Number)

31-0854434
(IRS Employer Identification No.)

Fifth Third Center

38 Fountain Square Plaza, Cincinnati, Ohio
(Address of Principal Executive Offices)

45263
(Zip Code)

(513) 534-5300

(Registrant's Telephone Number, Including Area Code)

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Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- “ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - “ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - “ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - “ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Appointment of Principal Officers

On June 20, 2006, Fifth Third Bancorp (the "Company") issued a press release announcing that the Company's Board of Directors had named George A. Schaefer, Jr. as Chairman of the Board of Directors in addition to his current position of Chief Executive Officer. The position of Chairman had been vacant since the retirement of Clement L. Buenger in 1993.

Also at the meeting, Kevin T. Kabat, was appointed President of Fifth Third Bancorp. Mr. Kabat will continue to oversee the Company's affiliates, Corporate Marketing and the Consumer Bank, which includes the retail, small business, mortgage and consumer lending divisions. Mr. Kabat will continue to report to Mr. Schaefer.

Item 10 Directors and Executive Officers of the Registrant and Exhibit 10.18 Schedule of Executive Officer Compensation Arrangements, of the Company's Annual Report on Form 10-K filed for the fiscal year ended December 31, 2005, are hereby incorporated by reference.

A copy of the related press release is attached as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits

Exhibit 99.1 Press release dated June 20, 2006.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FIFTH THIRD BANCORP

(Registrant)

June 22, 2006

/s/ Christopher G. Marshall
Christopher G. Marshall
Executive Vice President and Chief Financial Officer