

FIFTH THIRD BANCORP  
 Form 3  
 November 08, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Leonard James C.		(Month/Day/Year)	FIFTH THIRD BANCORP [FITB]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
38 FOUNTAIN SQUARE PLAZA,Â MD10AT76		10/31/2013	(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
CINCINNATI,Â OHÂ 45263			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			SVP & Treasurer	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> 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	44,167.59 <sup>(1)</sup>	D	Â
Common Stock	11,151.1429	I	by 401(k)

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 Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Phantom Stock <sup>(2)</sup>	Â <sup>(3)</sup>	Â <sup>(3)</sup>	Common Stock	60,219	\$ <sup>(3)</sup>	D	Â
Stock Appreciation Right	04/19/2004 <sup>(4)</sup>	04/19/2014	Common Stock	6,250	\$ 54.4	D	Â
Stock Appreciation Right	04/08/2005 <sup>(4)</sup>	04/08/2015	Common Stock	9,808	\$ 42.9	D	Â
Stock Appreciation Right	01/23/2006 <sup>(4)</sup>	01/23/2016	Common Stock	5,000	\$ 37.58	D	Â
Stock Appreciation Right	04/07/2006 <sup>(4)</sup>	04/07/2016	Common Stock	11,250	\$ 39.36	D	Â
Stock Appreciation Right	04/09/2007 <sup>(4)</sup>	04/09/2017	Common Stock	8,333	\$ 38.27	D	Â
Stock Appreciation Right	04/15/2008 <sup>(4)</sup>	04/15/2018	Common Stock	13,462	\$ 19.26	D	Â
Stock Appreciation Right	04/21/2009 <sup>(4)</sup>	04/21/2019	Common Stock	21,000	\$ 3.96	D	Â
Stock Appreciation Right	04/20/2010 <sup>(4)</sup>	04/20/2020	Common Stock	9,615	\$ 14.8	D	Â
Stock Appreciation Right	04/19/2011 <sup>(4)</sup>	04/19/2021	Common Stock	19,048	\$ 13.36	D	Â
Stock Appreciation Right	04/17/2012 <sup>(4)</sup>	04/17/2022	Common Stock	23,641	\$ 14.36	D	Â
Stock Appreciation Right	04/16/2013 <sup>(4)</sup>	04/16/2023	Common Stock	21,930	\$ 16.15	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Leonard James C. 38 FOUNTAIN SQUARE PLAZA MD10AT76 CINCINNATI, OH 45263	Â	Â	Â SVP & Treasurer	Â

## Signatures

H. Samuel Lind, as attorney in fact for James C. Leonard  
11/08/2013

\_\_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) Includes 16,212 shares of restricted stock subject to vesting granted pursuant to the Fifth Third Bancorp Incentive Compensation Plan.
- (2) Acquired pursuant to The Fifth Third Bancorp Non Qualified Deferred Compensation Plan.
- (3) The units are to be settled in Fifth Third Bancorp common stock on a 1-for1 basis after termination of employment.
- (4) Indicates grant date. SARs 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.

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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