

FIFTH THIRD BANCORP  
Form 8-K  
December 26, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**FORM 8-K**

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

Date of report (Date of earliest event reported): December 19, 2006

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**FIFTH THIRD BANCORP**

(Exact Name of Registrant as Specified in Its Charter)

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**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)

**Not Applicable**

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

## Edgar Filing: FIFTH THIRD BANCORP - Form 8-K

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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 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(d) On December 19, 2006 the Board of Directors of Fifth Third Bancorp (the Registrant ) elected Gary R. Heminger as a director. Mr. Heminger is an Executive Vice President of Marathon Oil Corporation. He is expected to be appointed to the Registrant s Audit Committee.

The Board of Directors increased the size of the Board to fifteen directors and appointed Mr. Heminger as a director to fill the vacancy created by the increase. Mr. Heminger s compensation for his service as a director will be consistent with that of the Registrant s other non-employee directors, as described in the Registrant s definitive proxy statement filed with the Securities and Exchange Commission on February 28, 2006 and the Registrant s Annual Report on Form 10-K for the year ended December 31, 2005.

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 December 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)

December 26, 2006

/s/ Paul L. Reynolds  
Paul L. Reynolds  
Executive Vice President, Secretary and  
General Counsel