

TRAYLOR THOMAS W
Form 4
October 28, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
TRAYLOR THOMAS W

2. Issuer Name and Ticker or Trading Symbol
FIFTH THIRD BANCORP [FITB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
38 FOUNTAIN SQUARE PLAZA
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/26/2005

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

CINCINNATI, OH 45263

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Securities (Instr. 3 and 4)
--	------------------------------------	--------------------------------------	--	--------------------------------	---	--	---	--

Derivative Security			Code	V	(A) or (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A)	(D)				
Phantom Stock ⁽¹⁾	<u>(2)</u>	10/26/2005	X	<u>(1)</u>		3,906	<u>(1)</u>	<u>(1)</u>	Common Stock	3,906

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRAYLOR THOMAS W 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263			X	

Signatures

Paul L. Reynolds, Attorney-in-Fact for Thomas W. Traylor	10/28/2005
<u> </u> 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).
- As previously reported in a Current Report on Form 8-K filed with the SEC on October 7, 2005, Fifth Third Bancorp amended its Unfunded Deferred Compensation Plan for Non-Employee Directors to, among other things, conform with new Internal Revenue Code
- (1) Section 409A. As permitted by those changes, the Reporting Person elected to receive a complete taxable payout of his balance in the Unfunded Deferred Compensation Plan on October 26, 2005. This resulted in the disposition by the Reporting Person of phantom stock held under the plan in exchange for a cash payout.
 - (2) The phantom stock units were acquired under the Fifth Third Bancorp directors deferred compensation plan and are to be settled 1-for-1 in terms of Fifth Third Bancorp common stock and paid in cash.

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.