

FIFTH THIRD BANCORP
Form 4
December 18, 2006

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

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 *
Lee Bruce K

(Last) (First) (Middle)

38 FOUNTAIN SQUARE PLAZA

(Street)

CINCINNATI, OH 45263

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/14/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

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

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) | (A) or (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 | 12/14/2006 | | M | 197 | A | \$ 19.5925 14,252 | I | by Trust (1) |
| Common Stock | 12/14/2006 | | M | 2,674 | A | \$ 19.5925 16,926 | I | by Trust (1) |
| Common Stock | 12/14/2006 | | F | 128 | D | \$ 40.63 16,798 | I | by Trust (1) |
| Common Stock | 12/14/2006 | | F | 1,289 | D | \$ 40.63 15,509 | I | by Trust (1) |
| Common Stock | | | | | | 1,861 | I | by Trust (2) |

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| | | | |
|--------------|----------|---|-----------|
| Common Stock | 472 | I | by Spouse |
| Common Stock | 200 | I | by Son |
| Common Stock | 200 | I | by Son |
| Common Stock | 422.0519 | I | by 401(k) |
| Common Stock | 6,652 | D | |

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.

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(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 Derivative Security | 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 (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Option to Purchase | \$ 19.5925 | 12/14/2006 | | M | 197 | 01/01/1997 01/01/2007 | Common Stock | 197 |
| Option to Purchase | \$ 19.5925 | 12/14/2006 | | M | 2,674 | 01/01/1997 01/01/2007 | Common Stock | 2,674 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lee Bruce K 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263 | | | Executive Vice President | |

Signatures

Paul L. Reynolds, Attorney-in-Fact for Bruce
K. Lee

12/18/2006

__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).

- (1) A revocable Trust of which the reporting person is the grantor.
- (2) A irrevocable Trust of which the reporting person's minor children are beneficiaries.
- (3) Issued pursuant to Fifth Third Bancorp stock option plan. No consideration paid.
- (4) Includes total number of unexercised option grants previously reported.

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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