FIFTH THIRD BANCORP

Form 4 April 23, 2013

FORM 4

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

OMB APPROVAL

Number: 3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2. Issuer Name and Ticker or Trading

Form 5 obligations may continue. See Instruction

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

Stock

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

KABAT KEVIN T			Symbol FIFTH THIRD BANCORP [FITB]						Issuer			
(Last) 38 FOUNT	(First) AIN SQUARE	(Middle) PLAZA	(Month/Da			ansaction			(Check all applicable) _X_ Director 10% Owner _X_ Officer (give title Other (specify below) Vice Chairman & CEO			
CINICINNIA	(Street)		4. If Ame Filed(Mor			te Original			6. Individual or Jo Applicable Line) _X_ Form filed by 0 Form filed by N	One Reporting Pe	erson	
	ATI, OH 45263								Person			
(City)	(State)	(Zip)	Tabl	e I - No	n-D	erivative S	Securi	ties Acq	quired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Execution	med on Date, if Day/Year)	3. Transa Code (Instr.	8)	4. Securitin(A) or Dis (Instr. 3, 4)	sposed	of (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	04/19/2013			F(1)		13,514	D	\$ 16.4	838,551	D		
Common Stock	04/20/2013			F(2)		51,157	D	\$ 16.4	787,394	D		
Common									58,978.6368	I	by 401(k)	

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

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date	Title	Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
KABAT KEVIN T								
38 FOUNTAIN SQUARE PLAZA	X		Vice Chairman & CEO					
CINCINNATI, OH 45263								

Signatures

Paul L. Reynolds, as Attorney-in-Fact for Kevin T.

Kabat

04/23/2013

**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) Shares withheld for taxes upon the vesting of restricted stock granted to the reporting person on April 19, 2011.
- (2) Shares withheld for taxes upon the vesting of restricted stock granted to the reporting person on April 20, 2010.

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.

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