FIFTH THIRD BANCORP

Form 4 June 18, 2013

FORM 4

Check this box

if no longer

subject to

Form 5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

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Section 16. Form 4 or obligations

1. Name and Address of Reporting Person *

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

REVNOI DS PALIL I

may continue.

See Instruction

(Last) (First) (Middle) 38 FOUNTAIN SQUARE PLAZA			Symbol FIFTH THIRD BANCORP [FITB] 3. Date of Earliest Transaction (Month/Day/Year) 06/15/2013					Issuer				
								(Check all applicable)				
								Director 10% Owner Other (specify below) below) EVP, Chief Risk Officer & Sec.				
	(Street)			nendment, I onth/Day/Ye	Date Original ear)		Ap	Individual or Joint				
CINCINNATI, OH 45263							_	_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Ta	ble I - Non	-Derivative Sec	urities	s Acquire	ed, Disposed of, or	r Beneficially	Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, is any (Month/Day/Year)			3. Transaction Code (Instr. 8)	4. Securities And DiDisposed of (Dinstr. 3, 4 and	5)	d (A) or	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	Beneficial Ownership		
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
Common Stock	06/15/2013			M	13,619.995	A	<u>(1)</u>	216,192.995	D			
Common Stock	06/15/2013			D	13,619.995	D	\$ 18.31	202,573	D			
Common Stock								5,165.0312	I	by 401(k)		
D					C . 11							

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

SEC 1474 (9-02)

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number.

5. Number of

6. Date Exercisable and

7. Title and Amour

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

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	· · · · · · · · · · · · · · · · · · ·		Expiration Date (Month/Day/Year)		Underlying Securit (Instr. 3 and 4)	
	Security			Code V	`	(D)	Date Exercisable	Expiration Date	Title	Amo Num Share
Phantom Stock Units	<u>(1)</u>	06/15/2013		M		13,619.995	06/15/2013	06/15/2013	Common Stock	13,6

Reporting Owners

Reporting Owner Name / Address Relationships

3. Transaction Date 3A. Deemed

Director 10% Owner Officer Other

REYNOLDS PAUL L 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263

EVP, Chief Risk Officer & Sec.

Signatures

Paul L.

1. Title of

Reynolds 06/18/2013

**Signature of Date Reporting Person

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) Each phantom stock unit is the economic equivalent of one share of Fifth Third Bancorp common stock. The reporting person settled his phantom stock units for 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.

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