FIFTH THIRD BANCORP
Form 3
December 23, 2015

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â Koporc Randolph
(Last) (First) (Middle)

38 FOUNTAIN SQUARE PLAZA,Â MD10AT76
(Street)

CINCINNATI,Â OHÂ 45263
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
12/15/2015

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	32,013 (1)	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Appreciation Right	04/19/2011 (2)	04/19/2021	Common Stock	19,048	$ 13.36	D	Â
Stock Appreciation Right	04/17/2012 (2)	04/17/2022	Common Stock	27,778	$ 14.36	D	Â
Stock Appreciation Right	04/16/2013 (2)	04/16/2023	Common Stock	25,768	$ 16.15	D	Â
Stock Appreciation Right	04/15/2014 (2)	04/15/2024	Common Stock	9,648	$ 21.63	D	Â
Stock Appreciation Right	02/11/2015 (2)	02/11/2025	Common Stock	5,535	$ 18.78	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Koporc Randolph 38 FOUNTAIN SQUARE PLAZA MD10AT76 CINCINNATI,Â OHÂ 45263	Â	Â	Â Executive Vice President	Â

Signatures

H. Samuel Lind, as Attorney-in-Fact for Randolph Koporc	12/23/2015
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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)** Includes 15,040 shares of restricted stock subject to vesting granted pursuant to the Fifth Third Bancorp Incentive Compensation Plan.
- **(2)** Indicates grant date. Stock appreciation rights are exercisable as follows: 25% one year from grant date, 50% two years from grant date, 75% three years from grant date, and 100% four years from grant date.

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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