Edgar Filing: FIFTH THIRD BANCORP - Form 4

FIFTH TH Form 4 February 0	IRD BANCORP 8, 2005								
FOR	ЛД							PPROVAL	
	UNITED		URITIES Washingtor			COMMISSIO	N OMB Number:	3235-0287	
if no lo subject	to SIAIEN	MENT OF CH			Estimated				
	Section 16. SECURITIES							urs per 0.5	
Form 5 obligat may co	Filed put	(a) of the Publi		lding Cor	npany Act	nge Act of 1934, of 1935 or Secti 940		. 0.5	
(Print or Type	e Responses)								
1. Name and KABAT K	Address of Reporting EVIN T	Syml	ssuer Name ar ool F H THIRD		-	5. Relationship o Issuer	of Reporting Per eck all applicabl		
(M			3. Date of Earliest Transaction (Month/Day/Year) 01/04/2005			Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President			
						 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
CINCINN	ATI, OH 45263						More than One R		
(City)	(State)	(Zip)	fable I - Non-	-Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Yea	Code r) (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or 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)	
Reminder: R	eport on a separate line	e for each class of	securities ben	eficially own	ned directly of	or indirectly.			
				Perso	ns who res	spond to the colle	ection of S	SEC 1474	

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.

 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. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3)	B) Price of (M Derivative Security		(Month/Day/Year)	Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of						
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (1)	<u>(2)</u>	02/04/2005		А	21.824		(2)	(2)	Common Stock	21.824	47

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
KABAT KEVIN T 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263			Executive Vice President					
Signatures								
Paul L. Reynolds, as Attorney-in-Fact for	·Kevin T.	02/	08/2005					

Kabat

**Signature of 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) Acquired pursuant to The Fifth Third Bancorp Non Qualified Deferred Compensation Plan.

(2) The units are to be settled in Fifth Third Bancorp common stock on a 1-for-1 basis after termination of employment.

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.

Date