

FIFTH THIRD BANCORP
Form 4
May 29, 2008

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
SULLIVAN ROBERT A

(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)
05/27/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Senior Executive Vice President

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 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) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| | | | | | | | \$ |
| Common Stock | 05/27/2008 | | J(1)(2)(3) | | 50,000 | D | 19.55 (1) (2) (3) |
| Common Stock | | | | | | | 87,687 |
| Common Stock | | | | | | | 16,300 |
| Common Stock | | | | | | | 1,364.7432 |

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

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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 Acquired (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. Price of Derivative Security (Instr. 5) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| <u>Contract</u> (1) (2) (3) | <u>(1) (2) (3)</u> | 05/27/2008 | | X(5) | 1 (1) (2) (3) | <u>(1)(2)(3)</u> | <u>(1)(2)(3)</u> | Common Stock | 50,000 <u>(1) (2) (3)</u> |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SULLIVAN ROBERT A
38 FOUNTAIN SQUARE PLAZA
CINCINNATI, OH 45263

Senior Executive Vice President

Signatures

Paul L. Reynolds, Attorney-in-Fact for Robert A. Sullivan

05/29/2008

**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) This report on Form 4 relates to the settlement of a variable prepaid forward contract ("VPF Agreement") that the reporting person entered into on May 26, 2005 (the "Trade Date"), through a revocable trust (the "Trust") of which he is the grantor and trustee, with an unrelated third party (the "Buyer") relating to 50,000 shares of Common Stock and with respect to which the reporting person filed a Form 4 with the SEC on May 27, 2005. Under the VPF Agreement, the Trust agreed to sell the shares in accordance with footnotes 2 and 3 below. The Trust received a prepayment from the Buyer in the amount of \$1,703,592 within 3 business days of the Trade Date. Such proceeds were used for tax planning and estate planning purposes. The transaction settled in one tranche on May 27, 2008. In settlement

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of the VPF Agreement, the Trust delivered to Buyer 50,000 shares of Common Stock.

- (2) On the settlement date, the Trust, unless it had elected cash settlement as described in the following sentence, would deliver to Buyer a number of shares of Common Stock. In lieu of delivering shares, the Trust could have elected cash settlement. The number of shares to be delivered is determined as outlined in footnote 3 below.

- (3) If the "Final Price" (a market-based price as determined under the terms of the VPF Agreement) was less than or equal to the Floor Price, the Trust would deliver 50,000 shares; if the Final Price was greater than the Floor Price but less than the Cap Price, the Trust would deliver that number of shares equal to 50,000 multiplied by (x) the Floor Price, divided by (y) the Final Price, and if the Final Price is greater than or equal to the Cap Price, the Trust would deliver that number of shares equal to 50,000 multiplied by (x) the sum of (i) the Floor Price (expressed as an amount) and (ii) the product of (a) one and (b) any amount by which the Final Price exceeds the Cap Price (expressed as an amount), divided by (y) the Final Price. This transaction had a Floor Price of \$43.02 and a Cap Price of \$55.926. Transaction Codes S and K also apply to the transaction reported.
- (4) A revocable Trust of which the reporting person is the grantor and trustee.
- (5) Transaction code K also applies to this transaction.

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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