Hazel Mark D Form 4 February 13, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Form 4 or
Form 5
obligations
may continue.
See Instruction

Form 4 or
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

See Instruction 1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Hazel Mark D | | | 2. Issuer Name and Ticker or Trading Symbol FIFTH THIRD BANCORP [FITB] | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--|------------|-----------|--|--|--|--|--|
| (14) | (F:t) | (M: 141-) | | (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | | |
| 38 FOUNTAIN SQUARE PLAZA (Street) | | | (Month/Day/Year) 02/11/2018 | Director 10% OwneX Officer (give title Other (special below) SVP and Controller | | | |
| | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| CINCINNAT | I, OH 4526 | 3 | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | Table I - Non-Derivative Securities Acc | nuired, Disposed of, or Beneficially Owner | | | |

| | (City) | (State) | Zip) Table | e I - Non-D | erivative | Secur | rities Acq | uired, Disposed o | f, or Beneficial | ly Owned |
|----|---------------------------|--------------------------------------|---|--|--|------------------|-------------|--|--|---|
| Se | Title of ecurity nstr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactio Code (Instr. 8) | 4. Securi on(A) or Di (Instr. 3, | ispose | d of (D) | 5. Amount of Securities Beneficially Owned Following | 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 | Reported Transaction(s) (Instr. 3 and 4) | (23.5.1.1) | (1110111 1) |
| | ommon tock | 02/11/2018 | | F(1) | 2,523 | D | \$ 31.98 | 59,431 | D | |
| | ommon | | | | | | | 12,982 | I | by 401(k) |

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

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.

SEC 1474

(9-02)

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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 | 2. | 3. Transaction Date | | 4. T | 5. | 6. Date Exer | | 7. Titl | | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|--------------|-----------------|----------|----------|-------------|---------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | | ionNumber | Expiration D | | Amou | | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day | (Year) | Under | , , | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | e | | Securi | ities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | 3 | | (Instr. | 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | • | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | (211512 |
| | | | | | 4, and 5) | | | | | | |
| | | | | | 4, and 3) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | . | . | | or | | |
| | | | | | | | Expiration Date | Title Nu | Number | | |
| | | | | | | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Hazel Mark D 38 FOUNTAIN SQUARE PLAZA

SVP and Controller

Signatures

CINCINNATI, OH 45263

H. Samuel Lind, as Attorney-in-Fact for Mark D. Hazel

02/13/2018

**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).
- Shares withheld for taxes upon the vesting of restricted stock and performance shares granted to the reporting person on February 11, 2015.

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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