REYNOLDS PAUL L Form 4

April 24, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and AREYNOLD	2. Issuer Name and Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer						
(Last) (First) (Middle)				FIFTH THIRD BANCORP [FITB]						(Check all applicable)			
(Last)	3. Date of Earliest Transaction												
38 FOUNTAIN SQUARE PLAZA			(Month/Day/Year) 04/21/2012						Director 10% Owner X Officer (give title Other (specify below) EVP, Chief Risk Officer & Sec.				
38 FOUNT													
	4. If Ame	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check						
	Filed(Month/Day/Year)						Applicable Line) _X_ Form filed by One Reporting Person						
CINCINNA	ATI, OH 45263								Form filed by N Person	More than One Re	porting		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own								ly Owned		
1.Title of	2. Transaction Da	te 2A. Dee	med	3.		4. Securi			5. Amount of	6. Ownership			
Security	(Month/Day/Year		Execution Date, if		Transaction(A) or Disposed of (D)				Securities	Form: Direct (D) or			
(Instr. 3)		any (Month/	Day/Year)	Code (Instr. 3, 4 and 5) (Instr. 8)				5)	Beneficially Owned	Beneficial Ownership			
		(WIOIIII)	Day/ I car)	(msu. c	<i>)</i>				Following	Indirect (I) (Instr. 4)	(Instr. 4)		
							(A)		Reported				
							or		Transaction(s) (Instr. 3 and 4)				
~				Code	V	Amount	(D)	Price	(Ilisti: 5 and 4)				
Common Stock	04/21/2012			F(1)		1,982	D	\$ 13.95	178,570	D			
Common Stock									5,036.2453	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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

OMB APPROVAL

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January 31,

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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	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	r Expiration Date		Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Numb	Number		
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Other Director Officer

REYNOLDS PAUL L 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263

EVP, Chief Risk Officer & Sec.

Signatures

Paul L.

Reynolds 04/24/2012

**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) Shares withheld for taxes upon the vesting of restricted stock granted to the reporting person on April 21, 2009.

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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