CARMICHAEL GREG D

Form 4

February 25, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

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

Check this box

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 Address of Reporting Person * CARMICHAEL GREG D			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
	FIFTH	FIFTH THIRD BANCORP [FITB]					(Check all applicable)				
(Last)	(First) (M	fiddle) 3. Date of	3. Date of Earliest Transaction				(encor an approact)				
38 FOUNT	*	(Month/Day/Year) 02/21/2013					Director 10% OwnerX_ Officer (give title Other (specify below) President & COO				
	(Street)	4. If Am	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
		Filed(Mo	Filed(Month/Day/Year)					Applicable Line) X Form filed by One Reporting Person			
CINCINNA	TI, OH 45263							Form filed by More than One Reporting Person			
(City)	(State) ((Zip) Tab	le I - Non-D	erivative	Secur	ities Ac	quired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	etion Date 2A. Deemed ay/Year) Execution Date, if any (Month/Day/Year)		4. Securities Acquired ction(A) or Disposed of (D) 8) (Instr. 3, 4 and 5) (A) or V Amount (D) Price			5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)				
Common Stock	02/21/2013		F(1)	781	D	\$ 15.6	308,040	D			
Common Stock							7,642.8428	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.

Edgar Filing: CARMICHAEL GREG D - Form 4

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	Expiration D	ate	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		
						Exercisable	Date	Title Nun of	Number		
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

CARMICHAEL GREG D 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263

President & COO

Signatures

Paul L. Reynolds, as Attorney-in-Fact for Greg D. Carmichael

02/25/2013

**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) Shares withheld for taxes upon the vesting of restricted stock granted to the reporting person on February 21, 2012.

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.

Reporting Owners 2