Edgar Filing: FIFTH THIRD BANCORP - Form 4

FIFTH THIR	D BANCORP	•										
Form 4	_											
April 16, 201										OMB A	PPROVAL	
FORM	4 UNITE	D STATE				ND EXC D.C. 205		NGE	COMMISSION		3235-0287	
Check this box							Expires:	January 31,				
subject to Section 16	subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Estimated burden hou	irs per		
Form 4 or Form 5	Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,									response	0.5	
obligation	^s Section 1							•	f 1935 or Sectio	n		
may conti <i>See</i> Instru- 1(b).	nue.) of the Inv	•		•	• •					
(Print or Type R	esponses)											
BRUMBACK EMERSON L Symbo			Symbol	. Issuer Name and Ticker or Trading mbol FTH THIRD BANCORP [FITB]					5. Relationship of Reporting Person(s) to Issuer			
					P [FI	ГБJ	(Check all applicable)					
(Last)	(First)	(Middle)		3. Date of Earliest Transaction (Month/Day/Year)X_ Director				109	6 Owner			
38 FOUNTA PLAZA, MD	AIN SQUARE 0 10AT76		04/14/20	•	,				Officer (give below)		er (specify	
(Street)			4. If Amer	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
Filed(Month/ CINCINNATI, OH 45263					n/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
		(7:)							Person			
(City)	(State)	(Zip)	Table	e I - Non	1-De	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Execut any	eemed ion Date, if n/Day/Year)	n Date, if TransactionAcquired (A) or Code Disposed of (D) Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A))	Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code	V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock (1)	04/14/2015			А		5,260	А	<u>(2)</u>	43,883.957	D		

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D)		ate	Under Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

	Relationsh							
Director	10% Owner	Officer	Other					
Х								
Signatures								
H. Samuel Lind, as Attorney-in-Fact for Emerson L. Brumback								
<u>**</u> Signature of Reporting Person								
	X t for Eme	Director 10% Owner X	X t for Emerson L.					

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) Restricted stock units granted pursuant to Fifth Third Bancorp Incentive Compensation Plan subject to vesting upon cessation of the reporting person's service on the Board of Directors of the Issuer.
- (2) Granted pursuant to the Fifth Third Bancorp Incentive Compensation Plan. No consideration paid.

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.