Edgar Filing: FIFTH THIRD BANCORP - Form 4

FIFTH THIF	RD BANCORP										
Form 4											
April 20, 20											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								PROVAL			
Check th	is hov		Was	shington,	D.C. 20	549			Number:	3235-0287	
Subject to Section 16. Form 4 or Form 5 Filed pursuant to			F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934,						Expires: January 31 200 Estimated average burden hours per response 0.		
may cont See Instru 1(b).	tinue. Section 17(a			tility Hold vestment	•	· ·		1935 or Sectior	1		
(Print or Type I	Responses)										
			2. Issuer Name and Ticker or Trading Symbol FIFTH THIRD BANCORP [FITB]				0	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N	(iddle)				u [I]		(Check all applicable)			
(Last) (First) (Middle) 38 FOUNTAIN SQUARE PLAZA, MD 10AT76			3. Date of Earliest Transaction(Month/Day/Year)04/16/2015					Director 10% Owner Officer (give title Other (specify below) below) below) Executive Vice President			
CINCINNA	4. If Amendment, Date Original Filed(Month/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
CINCININA	ATI, OH 45263							Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	any		ned n Date, if Day/Year)	3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			d of (D)	5. Amount of Securities 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	(D)	Price	(Instr. 3 and 4)			
Common Stock	04/16/2015			F <u>(1)</u>	650	D	\$ 19.28	87,038	D		
Common Stock								28,384.5712	Ι	by 401(k)	
Common Stock								1,447	I	by Children	

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

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number.

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. Transactie Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	ate	7. Titl Amou Under Securi (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
McHugh Philip 38 FOUNTAIN SQUARE PLAZA MD 10AT76 CINCINNATI, OH 45263			Executive Vice President				
Signatures							
H. Samuel Lind, as Attorney-in-Fact f McHugh	for Philip	04/2	20/2015				
<u>**</u> Signature of Reporting Person		1	Date				
Explanation of Responses:							

11363.

* 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 16, 2013.

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.