



Edgar Filing: FIFTH THIRD BANCORP - Form 4

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)

**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
Stock Appreciation Rights	\$ 14.87	02/12/2016		A	20,882	02/12/2016 <sup>(3)</sup> 02/12/2026	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Robinson Joseph R 38 FOUNTAIN SQUARE PLAZA MD 10AT76 CINCINNATI, OH 45263			Executive Vice President & CIO	

## Signatures

H. Samuel Lind, as Attorney-in-Fact for Joseph R. Robinson  
02/23/2016

\_\_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) Restricted stock units granted pursuant to Fifth Third Bancorp Incentive Compensation Plan subject to vesting in three equal annual installments beginning on the first anniversary of the grant date.
- (2) Granted pursuant to Fifth Third Bancorp Incentive Compensation Plan. No consideration paid.
- (3) Indicates grant date. Stock appreciation rights are exercisable as follows: 25% one year from grant date, 50% two years from grant date, 75% three years from grant date, and 100% four years from grant date.
- (4) Shares held jointly with spouse.

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(5) Shares withheld for taxes upon the vesting of restricted stock granted to the reporting person on February 19, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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