

FIFTH THIRD BANCORP  
Form 3  
March 26, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Tanner Teresa J.                          |         | (Month/Day/Year)                     | FIFTH THIRD BANCORP [FITB]   |  |
| (Last)                                    | (First) | (Middle)                             | 03/16/2010   |  |
| 38 FOUNTAIN SQUARE PLAZA, MD 10AT76       |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| CINCINNATI, OH 45263                      |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | EVP and Chief HR Officer   | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 5,402   | D  |   |
| Common Stock                    | 2,096.7747  | I  | by 401(k)   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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|                          | Date Exercisable          | Expiration Date | Title        | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |   |
|--------------------------|---------------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Stock Appreciation Right | 04/08/2005 <sup>(1)</sup> | 04/08/2015      | Common Stock | 3,635                      | \$ 42.9             | D   | Â |
| Stock Appreciation Right | 04/07/2006 <sup>(1)</sup> | 04/07/2016      | Common Stock | 5,250                      | \$ 39.36            | D   | Â |
| Stock Appreciation Right | 04/09/2007 <sup>(1)</sup> | 04/09/2017      | Common Stock | 6,667                      | \$ 38.27            | D   | Â |
| Stock Appreciation Right | 04/15/2008 <sup>(1)</sup> | 04/15/2018      | Common Stock | 8,462                      | \$ 19.26            | D   | Â |
| Stock Appreciation Right | 04/21/2009 <sup>(1)</sup> | 04/21/2019      | Common Stock | 7,000                      | \$ 3.96             | D   | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Tanner Teresa J.<br>38 FOUNTAIN SQUARE PLAZA<br>MD 10AT76<br>CINCINNATI, OH 45263 | Â             | Â         | Â EVP and Chief HR Officer | Â     |

## Signatures

|  |            |
|--|------------|
| Paul L. Reynolds, as Attorney-in-Fact for Teresa J. Tanner | 03/26/2010 |
| **Signature of Reporting Person                            | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) 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.

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.