

FIFTH THIRD BANCORP
 Form 5
 February 17, 2015

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN 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

1. Name and Address of Reporting Person *
Bridgeman Ulysses L Jr
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
FIFTH THIRD BANCORP [FITB]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

38 FOUNTAIN SQUARE PLAZA
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

CINCINNATI, OH 45263
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting
 (check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |

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

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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 | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|---|--------------------------------------|--|--------------------------------|--|--|---|
| | | | | | | | |

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| Security | (Instr. 3, 4, and 5) | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
|---------------|----------------------|------------|---|---|----------|-----|------------------|-----------------|--------------|----------------------|
| | | | | | | | | | | |
| Phantom Stock | Â | 01/08/2014 | Â | A | 141.9782 | Â | Â (1) | Â (1) | Common Stock | 141.97 |
| Phantom Stock | Â | 02/03/2014 | Â | A | 243.9024 | Â | Â (1) | Â (1) | Common Stock | 243.90 |
| Phantom Stock | Â | 03/04/2014 | Â | A | 136.612 | Â | Â (1) | Â (1) | Common Stock | 136.61 |
| Phantom Stock | Â | 04/07/2014 | Â | A | 688.5829 | Â | Â (1) | Â (1) | Common Stock | 688.58 |
| Phantom Stock | Â | 05/01/2014 | Â | A | 147.4201 | Â | Â (1) | Â (1) | Common Stock | 147.42 |
| Phantom Stock | Â | 07/03/2014 | Â | A | 878.4096 | Â | Â (1) | Â (1) | Common Stock | 878.40 |
| Phantom Stock | Â | 09/02/2014 | Â | A | 48.7567 | Â | Â (1) | Â (1) | Common Stock | 48.756 |
| Phantom Stock | Â | 10/01/2014 | Â | A | 101.0356 | Â | Â (1) | Â (1) | Common Stock | 101.03 |
| Phantom Stock | Â | 11/28/2014 | Â | A | 49.7018 | Â | Â (1) | Â (1) | Common Stock | 49.701 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Bridgeman Ulysses L Jr 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263 | Â X | Â | Â | Â |

Signatures

H. Samuel Lind, Attorney-in-Fact for Ulysses L. Bridgeman, Jr.

02/17/2015

__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) The phantom stock units were acquired under the Fifth Third Bancorp directors deferred compensation plan and are to be settled 1-for-1 in terms of Fifth Third Bancorp common stock and paid in cash upon the reporting person's retirement.
- (2) Includes phantom stock units previously acquired under the Fifth Third Bancorp directors deferred compensation plan.

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

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