HILL ALLEN M Form 5 January 30, 2003

SEC Form 5

## **OMB APPROVAL** FORM 5 **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** [ ] Check this box if no Washington, D.C. 20549 longer subject to Section 16. Form 4 OMB Number: 3235-0362 or Form 5 obligations may Expires: January 31, 2005 ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP continue. Estimated average burden See Instruction 1(b). hours per response. . . . . 1.0 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section [ ] Form 3 Holdings 17(a) of the Public Utility Reported Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940 [X] Form 4 Transactions Reported Name and Address of Reporting Person\* 2. Issuer Name 4. Statement for 6. Relationship of Reporting Person(s) to Hill, Allen M. and Ticker or Trading Symbol Month/Year (Check all applicable) Fifth Third Bancorp 12/2002 (First) (Last) **FITB** X Director \_ 10% Owner (Middle) Officer (give title below) \_ Other 38 Fountain Square Plaza (specify below) 3. I.R.S. Identification 5. If Amendment, Number of Reporting (Street) Date of Original Description Person, if an entity Cincinnati, OH 45263 (Month/Year) (voluntary) 7. Individual or Joint/Group (City) (State) (Zip) Filing (Check Applicable Line) X 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 2.Transaction 2A. Deemed 4. Securities Acquired 5. 6. Owner-7. Nature of Amount of Execution Date, if Transaction (Instr. 3) Date (A) or Disposed Of Securities ship Indirect (Month/Day/Year) any Code (D) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned at end Direct (D) Ownership (Instr. 3, 4, and 5) or Issuer's Fiscal Indirect (Instr. 4) Year (Instr. 3 and (Instr. 4) Amount A/D Price

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)	Deri-	Transaction Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	Transaction Code (Instr.8)	of Derivative Securities	and	Amount of Underlying Securities (Instr. 3	8. Price of Derivative Security (Instr.5)	Derivative Securities Beneficially Owned at End of Year Reported Transaction(s)	Secui	of - rities:

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Phantom Stock	1-for-1	(1)	Α	22 A	(1) / (1)	Common Stock / 22	(2)	22	D	
				(Instr. 3, 4 and 5) A or D	DE / ED	Title / Amount or Number of Shares			Indirect (I) (Instr.4)	

## **Explanation of Responses:**

- (1) All phantom stock units were acquired under the Fifth Third Bancorp directors deferred compensation plan between January 1, 2001 and January 28, 2003 and are to be settled in cash upon the director's retirement.
- (2) All phantom stock units were acquired at the then current per share market value of Fifth Third Bancorp common stock as of the date the director was deemed to have deferred compensation under the plan.

By: Date

## /s/ Paul L. Reynolds, Attorney-in-Fact

01/30/2003

\*\* Signature of Reporting Person

SEC 2270 (09-02)

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

- \* 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).

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.