#### FIFTH THIRD BANCORP

Form 4 May 31, 2006

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person \* KABAT KEVIN T

2. Issuer Name and Ticker or Trading Symbol

FIFTH THIRD BANCORP [FITB]

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

3. Date of Earliest Transaction

(Check all applicable)

(First) 38 FOUNTAIN SQUARE PLAZA

(Month/Day/Year)

05/26/2006

Director 10% Owner \_X\_\_ Officer (give title Other (specify

below) below) **Executive Vice President** 

(Street)

4. If Amendment, Date Original

(Instr. 8)

Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

6. Individual or Joint/Group Filing(Check

Person

CINCINNATI, OH 45263

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(A)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

Reported Transaction(s)

Following

(Instr. 3 and 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)

(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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### Edgar Filing: FIFTH THIRD BANCORP - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	Dispose	uired (A) or bosed of (D) cr. 3, 4, and						
				Code V	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Phantom Stock (1)	<u>(2)</u>	05/26/2006		A	36.81	47	(2)	(2)	Common Stock	36.8147		

## **Reporting Owners**

Reporting Owner Name / Address	Kelationships						
• 0	Director	10% Owner	Officer	Other			
KABAT KEVIN T			Executive				
38 FOUNTAIN SQUARE PLAZA			Vice				
CINCINNATI, OH 45263			President				

### **Signatures**

Paul L. Reynolds, as Attorney-in-Fact for Kevin T.
Kabat
05/31/2006

\*\*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) Acquired pursuant to The Fifth Third Bancorp Non Qualified Deferred Compensation Plan.
- (2) The units are to be settled in Fifth Third Bancorp common stock on a 1-for-1 basis after termination of employment.

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.

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