POSTON DANIEL T

Form 4 April 11, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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obligations may continue. See Instruction

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(b).

Stock (1) Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * POSTON DANIEL T		Person * 2. Issuer Symbol	2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First) (M		FIFTH THIRD BANCORP [FITB] 3. Date of Earliest Transaction			(Check all applicable)			
(Last)	(11131)	,		ansaction		Director	100	4.0	
38 FOUNTA		(Month/Day/Year) 04/09/2007					6 Owner ser (specify		
	4. If Amei	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person _Form filed by More than One Reporting		
CINCINNAT	ΓI, OH 45263					Person	More than One R	eporting	
(City)	(State) (Zip) Table	e I - Non-D	erivative S	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security	2. Transaction Da (Month/Day/Year		3. 4. Securities TransactionAcquired (A) or			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)	(· · · · · · · · · · · · · · · · · · ·	any	Code	Disposed	` ′	Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and 5)	Owned Following Reported	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
					(A) or	Transaction(s)			
			Code V	Amount	(D) Pric	e (Instr. 3 and 4)			
Common	04/09/2007		A	2,613	A (2)	10,596	D		

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

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Plan

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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 Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amc Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ar or Nu of
Stock Appreciation Right	\$ 38.27	04/09/2007		A	26,667	04/09/2007(3)	04/09/2017	Common Stock	20

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

POSTON DANIEL T 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263

EVP & Auditor

Signatures

Paul L. Reynolds, as Attorney in Fact for Daniel T.
Poston

04/11/2007

**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 granted pursuant to Fifth Third Bancorp Incentive Compensation Plan subject to vesting in three equal annual installments upon the achievement of performance measures.
- (2) Issued 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) Includes total number of Stock Appreciation Rights previously reported.

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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