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FIFTH THIRD BANCORP

Form 3

December 30, 2011

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

OMB APPROVAL

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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement FIFTH THIRD BANCORP [FITB] TUZUN TAYFUN (Month/Day/Year) 12/20/2011 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 38 FOUNTAIN SQUARE (Check all applicable) PLAZA, 10 AT76 (Street) 6. Individual or Joint/Group 10% Owner Director _X__ Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting SVP and Treasurer Person CINCINNATI, OHÂ 45263 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Common Stock D 8,020 Common Stock 1,022 I by 401(k) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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.

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

1. Title of Derivative Security	2. Date Exercisable and	3. Title and Amount of	4.	5.	6. Nature of
(Instr. 4)	Expiration Date	Securities Underlying	Conversion	Ownership	Indirect Beneficial
	(Month/Day/Year)	Derivative Security	or Exercise	Form of	Ownership
		(Instr. 4)	Price of	Derivative	(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)	
Phantom Stock (1)	(2)	(2)	Common Stock	1,852	\$ <u>(2)</u>	D	Â
Stock Appreciation Right	04/15/2008(3)	04/15/2018	Common Stock	3,923	\$ 19.26	D	Â
Stock Appreciation Right	04/21/2009(3)	04/21/2019	Common Stock	6,000	\$ 3.96	D	Â
Stock Appreciation Right	04/20/2010(3)	04/20/2020	Common Stock	4,615	\$ 14.8	D	Â
Stock Appreciation Right	04/19/2011(3)	04/19/2021	Common Stock	5,714	\$ 13.36	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
toporting of their remains a remainder	Director	10% Owner	Officer	Othe	
TUZUN TAYFUN 38 FOUNTAIN SQUARE PLAZA 10 AT76 CINCINNATI, OH 45263	Â	Â	SVP and Treasurer	Â	

Signatures

Paul L. Reynolds, as Attorney-in-Fact for Tayfun
Tuzun

12/30/2011

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

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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