

SCHAEFER GEORGE A JR
Form 4
March 17, 2005

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHAEFER GEORGE A JR

(Last) (First) (Middle)

38 FOUNTAIN SQUARE PLAZA

(Street)

CINCINNATI, OH 45263

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Common Stock	03/15/2005		J(1)(3)		2,732	D	①	62,179	I	by Trusts (3)
Common Stock	03/15/2005		J(1)(3)		2,732	A	①	679,241.6918	D	
Common Stock	03/15/2005		J(1)(4)		2,732	D	①	62,179	I	by Trusts (4)
Common Stock	03/15/2005		J(1)(4)		2,732	A	①	39,243	I	by Spouse
Common Stock	03/16/2005		J(2)(3)		420	D	②	61,759	I	by Trusts (3)
	03/16/2005		J(2)(4)		420	D	②	61,759	I	

Common Stock				by Trusts <u>(4)</u>
Common Stock	1,382.6524	I		by 401(K)
Common Stock	240,000	I		by FLP <u>(5)</u>

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.

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(9-02)

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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHAEFER GEORGE A JR 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263	X		President & CEO	

Signatures

Paul L. Reynolds, Attorney-in-Fact for George A. Schaefer, Jr. 03/17/2005

****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).

The reporting person and his spouse have each established a series of Grantor Retained Annuity Trusts (GRATs) in connection with their tax and estate planning. On March 15, 2005 those GRATs transferred shares back to the reporting person and his spouse in an annuity payment.

(1) On March 16, 2005 one GRAT of which the Reporting person is a beneficiary and one GRAT of which the Reporting person's spouse is a beneficiary each transferred its remaining shares to the holders of the GRAT's remainder interests on such GRAT's expiration.

(2) Transfer from various GRATs of which the Reporting person is a beneficiary.

(3) Transfer from various GRATs of which the Reporting person's spouse is a beneficiary.

(4) A family limited partnership of which the reporting person and his spouse are the only partners.

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

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