

FIFTH THIRD BANCORP
Form 4/A
April 10, 2014

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 *
Alonso Steven

(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)

01/27/2014

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

01/29/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Executive Vice President

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 (A) or (D) Price		
Common Stock	01/27/2014		M		49,183 (1) A \$ 9.82	122,289 (1)	D
Common Stock	01/27/2014		D		22,858 (1) D \$ 21.13	99,431 (1)	D
Common Stock	01/27/2014		F		8,515 (1) D \$ 21.13	90,916 (1)	D
Common Stock	01/27/2014		S		2,719 D \$ 21.2949	88,197	D
Common Stock	01/27/2014		S		5,639 D \$ 21.24	82,558	D

Common Stock	01/27/2014	S	3,991	D	\$ 21.23	78,567	D	
Common Stock	01/27/2014	I	3,810	D	\$ 21.2205	121,5005	I	by 401(k) plan
Common Stock						5,500	I	by Spouse

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

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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 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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights	\$ 9.82	01/27/2014		D	15,817 <u>(1)</u> <u>(2)</u>	12/18/2009 ⁽³⁾	12/18/2019	Common Stock	15,817
Stock Appreciation Rights	\$ 9.82	01/27/2014		M	49,183 <u>(1)</u>	12/18/2009 ⁽³⁾	12/18/2019	Common Stock	49,183

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Alonso Steven 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263			Executive Vice President	

Signatures

H. Samuel Lind, as Attorney-in-Fact for Steven Alonso 04/10/2014

__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's initial Form 4 filing did not include the forfeiture of Stock Appreciation Rights pursuant to the Interim Final Rule on TARP Standards for Compensation and Corporate Governance issued by the U.S. Department of the Treasury. This amendment is being filed to report this forfeiture of Stock Appreciation Rights as well as to correct the resulting amount of Common Stock received, disposed to the Issuer and withheld for taxes after exercise of the reporting person's Stock Appreciation Rights.
- (1) Stock Appreciation Rights previously granted that are forfeited pursuant to the Interim Final Rule on TARP Standards for Compensation and Corporate Governance issued by the U.S. Department of the Treasury.
 - (2) 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.
 - (3) Granted pursuant to the Fifth Third Bancorp 2008 Incentive Compensation Plan. No consideration paid.
 - (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.

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