

FIFTH THIRD BANCORP
Form 5
February 14, 2017

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Blackburn Katherine H.

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

38 FOUNTAIN SQUARE
PLAZA, MD 10AT76

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2016

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

CINCINNATI, OH 45263

(City) (State) (Zip)

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

6. Individual or Joint/Group Reporting

(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) (A) or (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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Derivative Security	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount	(D)	
							(Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)
Phantom Stock	02/01/2016				Common Stock	126.9841		
Phantom Stock	03/03/2016				Common Stock	355.8719		
Phantom Stock	04/01/2016				Common Stock	2,559.5238		
Phantom Stock	05/02/2016				Common Stock	542.0054		
Phantom Stock	05/31/2016				Common Stock	211.9767		
Phantom Stock	07/01/2016				Common Stock	2,008.0321		
Phantom Stock	08/02/2016				Common Stock	430.5705		
Phantom Stock	09/01/2016				Common Stock	99.8004		
Phantom Stock	10/05/2016				Common Stock	578.5921		
Phantom Stock	11/01/2016				Common Stock	91.5332		
Phantom Stock	12/05/2016				Common Stock	76.6577		
Phantom Stock	12/30/2016				Common Stock	370.7824		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blackburn Katherine H. 38 FOUNTAIN SQUARE PLAZA MD 10AT76 CINCINNATI, OH 45263	X			

Signatures

H. Samuel Lind, Attorney-in-Fact for Katherine H.
Blackburn

02/14/2017

__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 phantom stock units were acquired under the Fifth Third Bancorp directors deferred compensation plan and are to be settled 1-for-1

- (1) in terms of Fifth Third Bancorp common stock and paid in cash upon the reporting person's retirement. The reporting person may transfer the phantom stock account into an alternative investment account at any time.
- (2) Units owned at December 31, 2016, including 72 phantom stock units acquired through dividend reinvestment.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.