Edgar Filing: FIFTH THIRD BANCORP - Form 4

FIFTH THIRD BANCORP

Form 4

October 14, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

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Form 5 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).

(Print or Type Responses)

1. Name and Add Marks Ronald	•	ng Person *	2. Issuer Name and Ticker or Trading Symbol FIFTH THIRD BANCORP [FITB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an apphiation)			
38 FOUNTAIN SQUARE PLAZA		PLAZA	(Month/Day/Year) 10/12/2005	Director 10% Owner _X_ Officer (give title Other (specify below) SVP & Treasurer			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
CINCINNATI	, ОН 45263		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	equired, Disposed of, or Beneficially Owned			

		Table 1 - Non-Derivative Securities Acquired, Disposed of, or Deficiency Owner							
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code Disposed of (D)		Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
C			Couc v	Amount	(D)	11100			
Common Stock	10/12/2005		X(1)	56	A	<u>(1)</u>	1,569	D	

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)

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Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)
Phantom Stock (2)	(3)	10/12/2005	Code V X(1)	4, and 5)	Date Exercisable	Expiration Date	Title Common	Amount or Number of Shares	(I)

Reporting Owners

Reporting Owner Name / Address

Pinton 100% On 100% On

Director 10% Owner Officer Other

Marks Ronald D 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263

SVP & Treasurer

Signatures

Paul L. Reynolds, as Attorney-in-Fact for Ronald D. Marks

10/14/2005

**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).

As previously reported in a Current Report on Form 8-K filed with the SEC on September 30, 2005, Fifth Third Bancorp amended its Non Qualified Deferred Compensation Plan to, among other things, conform with new Internal Revenue Code Section 409A. As

- (1) permitted by those changes, the Reporting Person elected to receive a complete taxable payout of his balance in the Non Qualified Deferred Compensation Plan on October 12, 2005. This resulted in the disposition by the Reporting Person of phantom stock held under the plan and the acquisition of actual shares of common stock by the Reporting Person directly.
- (2) Acquired pursuant to The Fifth Third Bancorp Non Qualified Deferred Compensation Plan.
- (3) The units are to be settled in Fifth Third Bancorp common stock on a 1-for-1 basis.

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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