Edgar Filing: FIFTH THIRD BANCORP - Form 4

FIFTH THIRD BANCORP

Form 4

November 03, 2005

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

OMB Number:

3235-0287

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Check this box if no longer

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

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).

Common

Stock

11/01/2005

(Print or Type Responses)

1. Name and Address of Reporting Person * GRAF R MARK			Symbol		Ticker or Trading ANCORP [FITB]	5. Relationship of Reporting Person(s) to Issuer			
						(Chec	(Check all applicable)		
(Last) (First) (Middle)			3. Date of	Earliest Tr	ansaction				
			(Month/D	ay/Year)		Director		Owner	
38 FOUNTAIN SQUARE PLAZA			11/01/20	005		_X_ Officer (give title Other (specify			
						below)	below) FO and SVP		
						C	ro and svr		
(Street)			4. If Ame	ndment, Da	te Original	6. Individual or Joint/Group Filing(Check			
			Filed(Mon	th/Day/Year)	Applicable Line)			
						X Form filed by 0			
CINCINNA	TI, OH 45263					Form filed by N Person	More than One Re	porting	
						reison			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative Securities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of	2. Transaction Dat	e 2A. Deem	ned	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution	Date, if	Transactio	on(A) or Disposed of (D)	Securities	Form: Direct	Indirect	
(Instr. 3) any		any		Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial	
		(Month/D	ay/Year)	(Instr. 8)		Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)	
					(A)	Reported			
					(A)	Transaction(s)			

Code V Amount

76

 $F_{\underline{(1)}}$

(D)

D

Price

40.17

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

(Instr. 3 and 4)

D

971

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

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title a Amount of Underlying Securities (Instr. 3 a	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GRAF R MARK 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263

CFO and SVP

Signatures

Paul L. Reynolds, as Attorney-in-Fact for R. Mark Graf

**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

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 18, 2005 and previously reported that transaction. Also as permitted by the plan, the Reporting Person has had shares of stock withheld in order to satisfy the tax witholding obligations of the distribution which occurred on November 1, 2005. This report is being made to report such disposition of shares for tax withholding purposes.

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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