Edgar Filing: FIFTH THIRD BANCORP - Form 4

FIFTH THI Form 4 April 11, 20	RD BANCORP										
FORM	ЛД								PPROVAL		
	SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					OMB Number:	3235-0287				
Check t if no loi subject	iger STATEN	STATEMENT OF CHANGE				FICIAL O	Expires: Estimated	January 31, 2005 average			
Section Form 4	SECURITIES					burden hou response	urs per				
may con	Form 5 obligations may continue.Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,See InstructionSection 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)										
SCULLEEED CEODCE A ID			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer					
			FIFTH THIRD BANCORP [FITB]			(Check all applicable)					
(3. Date of Earliest Transaction (Month/Day/Year) 04/07/2006			X Director 10% Owner X Officer (give title Other (specify below) below) President & CEO					
	(Street)		4. If Am	. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
Filed(M CINCINNATI, OH 45263				onth/Day/Yea	r)		Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	Acquired, Disposed of	of. or Beneficia	llv Owned		
(Instr. 3) any		Execution any	ed Date, if	3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed	ties (A) or of (D) 4 and 5)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect		
				Code V	Amount	(A)or(D) Price	Transaction(s) (Instr. 3 and 4)				
Reminder: Re	port on a separate line	for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly.				
					Perso	ons who res	spond to the collect tained in this form		SEC 1474 (9-02)		

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.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and An
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Sec
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	/
Stock Appreciation Right	\$ 39.36	04/07/2006		A	262,500		04/07/2006(1)	04/07/2016	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting o ther runnet runnets	Director	10% Owner	Officer	Other		
SCHAEFER GEORGE A JR 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263	Х		President & CEO			
Signatures						

Paul L. Reynolds as Attorney-in-Fact for George A. Schaefer, Jr.

**Signature of Reporting Person

Date

04/11/2006

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).
- (1) 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.
- (2) Issued pursuant to Fifth Third Bancorp Incentive Compensation Plan. No consideration paid.

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.