SCHAEFER GEORGE A JR

Form 4

January 18, 2008

FORM 4

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

OMB Number:

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OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 Address of Reporting Person * SCHAEFER GEORGE A JR			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 applicable)			
38 FOUNTAIN SQUARE PLAZA			(Month/Day/Year) 01/16/2008	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
CINCINNATI, OH 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) Tab	le I - Non-D	erivative :	Secur	ities Ac	equired, Disposed of,	or Beneficiall	y 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. Securi Acquired Disposed (Instr. 3,	l (A) o l of (D))	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)
Common Stock	01/16/2008	01/17/2008	J(1)(2)	8,466	D	<u>(1)</u>	9,478	I	by Trusts
Common Stock	01/16/2008	01/17/2008	J(1)(2)	8,466	A	<u>(1)</u>	1,015,133.3883	D	
Common Stock	01/16/2008	01/17/2008	J(1)(3)	8,466	D	<u>(1)</u>	9,478	I	by Trusts
Common Stock	01/16/2008	01/17/2008	J(1)(3)	8,466	A	<u>(1)</u>	83,604	I	by Spouse
Common Stock							2,153.0676	I	by 401(K)

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

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SEC 1474

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9. Nu Deriv Secur Bene Own Follo Repo Trans

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.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	iorNumber	Expiration Da	ate	Amou	nt of	Derivative]
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	J
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or]
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m 1	or		
						Exercisable Date	-	Title	Number		
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCHAEFER GEORGE A JR 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263

X

Chairman

Signatures

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

01/18/2008

**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 and his spouse have each established a series of Grantor Retained Annuity Trusts (GRATs) in connection with their (1) tax and estate planning. On January 16, 2008 those GRATs transferred shares back to the reporting person and his spouse in an annuity
- (1) tax and estate planning. On January 16, 2008 those GRATs transferred shares back to the reporting person and his spouse in an annuity payment.
- (2) Transfer from various GRATs of which the Reporting person is a beneficiary.
- (3) Transfer from various GRATs of which the Reporting person's spouse is a beneficiary.

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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