

FIFTH THIRD BANCORP  
Form FWP  
February 27, 2008

Filed Pursuant to Rule 433

Dated February 26, 2008

Registration Statement No. 333-141560

**\$1,000,000,000 8.25% Subordinated Notes due 2038**

**Summary of Terms**

<b>Issuer</b>	Fifth Third Bancorp
<b>Expected Ratings</b>	A1 / A / A+ / AH (Moody's / S&P / Fitch / DBRS)
	Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to review, revision, suspension, reduction or withdrawal at any time by the assigning rating agency.
<b>Note Type</b>	Subordinated Notes
<b>Trade Date</b>	February 26, 2008
<b>Settlement Date (T+ 5 days)</b>	March 4, 2008
<b>Maturity Date</b>	March 1, 2038
<b>Principal Amount</b>	US\$ 1,000,000,000
<b>Price to Investors</b>	99.748%, plus accrued interest, if any, from March 4, 2008
<b>Underwriters' Commission</b>	0.80%
<b>All-in Price</b>	98.948%, plus accrued interest, if any, from March 4, 2008
<b>Net Proceeds</b>	US\$ 989,480,000
<b>Pricing Benchmark</b>	5% UST due 5/2037
<b>Benchmark Yield</b>	4.648%
<b>Spread to Benchmark</b>	Plus 362.5 basis points
<b>Re-offer Yield</b>	8.273%
<b>Coupon</b>	8.25% per annum
<b>Interest Payment Dates</b>	Semi-annually on each March 1 and September 1 of each year, commencing September 1, 2008 (short first coupon) and ending on the Maturity Date
<b>Day Count Convention</b>	30 / 360
<b>Denominations</b>	Minimum denominations of \$5,000 with increments of \$1,000 thereafter
<b>Bookrunners</b>	Credit Suisse Securities (USA) LLC, Goldman, Sachs & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. Incorporated
<b>Co-Manager</b>	Fifth Third Securities, Inc.
<b>Billing and Delivery Agent</b>	Goldman, Sachs & Co.
<b>Listing</b>	None
<b>CUSIP</b>	316773CH1

## Edgar Filing: FIFTH THIRD BANCORP - Form FWP

Fifth Third Bancorp has filed a registration statement (including a prospectus and preliminary prospectus supplement) with the SEC for the offering to which this communication relates. Before you invest, you should

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read each of these documents and the other documents the issuer has filed with the SEC and incorporated by reference in such documents for more complete information about Fifth Third Bancorp and this offering. You may get these documents for free by visiting SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, Credit Suisse Securities (USA) LLC, Goldman, Sachs & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated, and Morgan Stanley & Co. Incorporated will arrange to send you these documents if you call Credit Suisse Securities (USA) LLC toll-free at 1-800-221-1037, Goldman, Sachs & Co. toll-free at 1-866-471-2526, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-866-500-5408 or Morgan Stanley & Co. Incorporated toll-free at 1-866-718-1649.