FIFTH THIRD BANCORP

Form 4 April 24, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

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).

(City)

(State)

(Zin)

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Lee Bruce K Issuer Symbol FIFTH THIRD BANCORP [FITB] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify _X__ Officer (give title 38 FOUNTAIN SQUARE PLAZA 04/23/2007 below) **Executive Vice President** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting CINCINNATI, OH 45263 Person

(City)	(State)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi DID DISPO (Instr. 3,	sed of 4 and (A) or	` ′	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	04/23/2007		M	3,828	A	\$ 19.5925	19,337	I	by Trust	
Common Stock	04/23/2007		M	2,871	A	\$ 24.5611	22,208	I	by Trust	
Common Stock	04/23/2007		M	4,140	A	\$ 23.2759	26,348	I	by Trust	
Common Stock	04/23/2007		F	3,828	D	\$ 40.08	22,520	I	by Trust	
Common Stock	04/23/2007		F	2,871	D	\$ 40.08	19,649	I	by Trust	

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Common Stock	04/23/2007	F	4,140	D	\$ 40.08	15,509	I	by Trust
Common Stock						1,861	I	by Trust
Common Stock						472	I	by Spouse
Common Stock						200	I	by Son
Common Stock						200	I	by Son
Common Stock						577.9075	I	by 401(k)
Common Stock						10,701	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)

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. Number action Derivative Securities 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase	\$ 19.5925	04/23/2007		M		3,828	07/07/1997	07/07/2007	Common Stock	3,828
Option to Purchase	\$ 24.5611	04/23/2007		M		2,871	01/01/1998	01/01/2008	Common Stock	2,871
Option to Purchase	\$ 23.2759	04/23/2007		M		4,140	05/12/1998	05/12/2008	Common Stock	4,140

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lee Bruce KExecutive38 FOUNTAIN SQUARE PLAZAViceCINCINNATI, OH 45263President

Signatures

Paul L. Reynolds, Attorney-in-Fact for Bruce K. Lee 04/24/2007

**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).
- (1) A revocable Trust of which the reporting person is the grantor.
- (2) A irrevocable Trust of which the reporting person's minor children are beneficiaries.
- (3) Issued pursuant to Fifth Third Bancorp stock option plan. No consideration paid.
- (4) Includes total number of unexercised option grants previously reported.

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.

Reporting Owners 3